Ventus VCT plc

Annual Report & Financial Statements
for the year ended 28 February 2015

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Ventus VCT plc invests in companies that develop, construct and operate renewable energy projects.

Registered No: 05205442

Front cover:
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I am pleased to present the Annual Report and Financial Statements of Ventus VCT plc (the "Company") for the year ended 28 February 2015.

Although the year was characterised by wind speeds lower than the long term average, the Company is able to announce final dividends in line with expectations as set out in the Half-yearly Report. This represents an increase in comparison to the prior year's final dividends. The Company's funds have now been fully invested and the Company's immediate focus will be on optimising the performance of the portfolio assets. The intention remains to make attractive, relatively low risk returns within the Venture Capital Trust ("VCT") tax-efficient wrapper.

At the year end, the ordinary and "C" share funds were substantially invested in companies qualifying for the purposes of the VCT scheme. The "D" share fund had made a single qualifying investment alongside the ordinary and "C" share funds in Bernard Matthews Green Energy Halesworth Limited, a company constructing a 5 turbine wind farm in Suffolk. Subsequent to the year end, in March 2015, all three share funds made equity and mezzanine loan investments in Darroch Power Limited and Upper Falloch Power Limited, companies which are constructing hydroelectric schemes on the Glenfalloch Estate near Loch Lomond. These investments have been structured to be qualifying investments and are expected to add value to the portfolio. Further details are set out in the Investment Manager's Report.

In the 2014 Budget it was announced that new investments in companies benefitting from Renewable Obligation Certificates would no longer be qualifying investments for the purposes of the VCT scheme. This became effective with Royal Assent to the Finance Act 2014 on 17 July 2014. Furthermore, draft legislation was published in December 2014 to exclude qualifying investment in companies that generate electricity using anaerobic digestion or hydroelectric power, other than when carried out by qualifying community energy companies. It will also exclude companies benefiting from the Government energy subsidies known as "contracts for difference" from being qualifying investments. For that reason, this year the Company focused on investing its remaining capital ahead of the changes to qualifying status becoming effective.

In the Half-yearly Report for the six month period ended 31 August 2014 the Directors stated their intention to pay minimum dividends of 6p per ordinary share and 6.25p per "C" share for the year ended 28 February 2015. The final dividends for the year are set out below.

The Directors anticipate a realistic target range in the medium term beyond 28 February 2015 of 6p to 8p per ordinary share per annum and 6p to 8p per "C" share per annum. It should be stressed that these are intentions only, and no forecasts are intended or should be inferred.

The Company expects the wind farm being built by Bernard Matthews Green Energy Halesworth Limited to be completed in August 2015 and the hydroelectric schemes being built by Darroch Power Limited and Upper Falloch Power Limited to be completed by the end of 2015. At that point the portfolio should primarily consist of operating companies providing a regular yield.

The Directors anticipate that once these schemes are operating, this will be the appropriate time to consider converting the "C" and "D" shares into ordinary shares, thereby creating a single share fund. This is in line with the commitment which was made in the offers for the "C" and "D" shares as their assets will be sufficiently mature and income generating. Having a single share fund should benefit all shareholders by creating a single more diversified investment portfolio with an aggregated market capitalisation which will, potentially, support better liquidity. The "C" and "D" shares will be converted to ordinary shares at a rate determined by the relationship between the respective Net Asset Values of the share funds at the applicable valuation date.

The Directors believe the outlook for the Company is now very attractive given the expected yield the Company is offering alongside the substantial tax benefits investors enjoy from its VCT status. The Directors intend to make more regular announcements over the coming year about the Company's performance, strategy and future expectations.

Net Asset Value, Results and Dividends – Ordinary Shares

The net asset value of the ordinary share fund was £19,812,000 at 28 February 2015 or 121.5p per ordinary share (2014: £19,646,000 or 120.5p per ordinary share).

The value of investments held by the ordinary share fund at 28 February 2015 was £15,532,000 compared to £17,016,000 at 28 February 2014. The ordinary share fund received capital proceeds of £475,000 during the year from the repayment of mezzanine loans and £1,765,000 liquidation proceeds from BEL Holdco Limited.

The income generated in the ordinary share fund during the year ended 28 February 2015 totalled £1,100,000, of which £421,000 was derived from loan stock, £497,000 from dividends, £178,000 from other investment income and £4,000 was bank deposit interest. This compares to total income of £745,000 for the year ended 28 February 2014.

The Company proposes to declare a final dividend of 3.50p per ordinary share to be paid on 5 August 2015 to all ordinary shareholders on the register as at the close of business on 10 July 2015. The Company paid an interim dividend of 3.00p per ordinary share on 14 January 2015. Therefore the total annual dividend will be 6.50p per ordinary share.

Net Asset Value, Results and Dividends – "C" Shares

The net asset value of the "C" share fund was £13,813,000 at 28 February 2015 or 122.4p per "C" share (2014: £13,771,000 or 121.5p per "C" share).

The value of investments held by the "C" share fund at 28 February 2015 was £12,875,000 compared to £12,941,000 at 28 February 2014. The "C" share fund received capital proceeds of £541,000 during the year from the repayment of mezzanine loans.

The total income of the "C" share fund for the year ended 28 February 2015 was £694,000, of which £410,000 was loan stock interest, £283,000 was from dividends and £1,000 was bank deposit interest. This compares with income generated by the "C" share fund of £764,000 in the year ended 28 February 2014.

The Company proposes to declare a final dividend of 3.50p per "C" share to be paid on 5 August 2015 to all "C" shareholders on the register as at the close of business on 10 July 2015. The Company paid an interim dividend of 3.00p per "C" share on 14 January 2015. Therefore the total annual dividend will be 6.50p per "C" share.

Net Asset Value, Results and Dividends – "D" Shares

The Company established the new "D" share fund during the year. The net asset value of the "D" share fund was £1,871,000 at 28 February 2015 or 94.0p per "D" share.

The value of investments held by the "D" share fund at 28 February 2015 was £712,000.

The Company does not propose to declare a dividend to be paid to "D" shareholders in respect of the year ended 28 February 2015.

Investments

The Company's Investment Manager, Temporis Capital LLP, continues to be actively engaged in managing the portfolio to maximise the total return to shareholders.

As at 28 February 2015, the ordinary share fund of the Company held investments in 14 companies (2014: 14 companies) with a total value of £15.5 million (2014: £17.0 million). The "C" share fund held investments in 9 companies (2014: 10 companies) with a total value of £12.9 million (2014: £12.9 million). The "D" share fund held an investment in one company with a value of £712,000.

The Investment Manager's Report provides details of the investments held as at 28 February 2015 and as at the date of this report. All investments are structured so as to be treated as qualifying holdings for the purposes of VCT regulations, unless otherwise stated.

Share Buy-backs

The Board believes that it is beneficial to the Company for it to continue to have the flexibility to purchase its own shares in the market. However, the Board considers it in the best interests of all shareholders if the Directors use their authority to make share buy-backs judiciously. The Board does not believe it is in the best interest of all shareholders to have a policy of automatic annual share buy-backs.

Shareholder Communications

In accordance with the Company's commitment to environmental sustainability and to minimise costs wherever appropriate, the financial statements will continue to be made available through regulated news service providers and on the Company website at www.ventusvct.com. Any shareholder who wishes to receive notification of reports by either email or post may request this by contacting the Registrar.

David Pinckney
Chairman

28 May 2015

The Strategic Report has been prepared in accordance with the requirements of Section 414A of the Companies Act 2006. Its purpose is to inform the shareholders of the Company on key matters and help them to assess how the Directors have performed their duty to promote the success of the Company, in accordance with Section 172 of the Companies Act 2006.

Objectives

The Company's objective is to achieve attractive long term investment returns to shareholders by maximising both divided yield and capital growth from a portfolio of investments in companies developing or operating renewable energy projects with installed capacities of 2 to 20 megawatts.

The Company and its Business Model

The Company is a public limited company, incorporated in England and listed on the London Stock Exchange. The registered address of the Company is Berger House, 36-38 Berkeley Square, London W1J 5AE.

The Company is an investment company, as defined by Section 833 of the Companies Act 2006. The Directors consider that the Company has conducted its affairs in a manner to enable it to comply with Section 274 of the Income Tax Act 2007. In particular, a VCT is required at all times to hold at least 70% by value of its investments (as defined in the legislation) in qualifying holdings, of which at least 30% (70% for funds raised after 5 April 2011) must comprise eligible ordinary shares.

Temporis Capital LLP was appointed as Investment Manager of the Company on 12 September 2011. The Company's Investment Manager continues to be actively engaged in managing the portfolio.

The Company has a clearly defined investment policy and process. Investment decisions are made by the Investment Manager after approval has been received from the Investment Committee. Regular Board meetings are held to review the investment performance against the Company's stated investment policy and objectives, and in doing so, monitor the performance of the Investment Manager. Further details on other service providers are set out on page 31.

Investment policy

To achieve its objectives, the Company's strategy has been to focus on investing in companies developing or operating renewable energy projects with installed capacities of 2 to 20 megawatts. The opportunity for VCTs to make further investments in renewable energy projects is limited given new investments in companies benefiting from Renewable Obligation Certificates or Feed-in Tariffs will be excluded from the VCT scheme. The Company is focused on optimising the value of the investments it holds.

In accordance with the strategic objectives set by the Board, the Investment Manager has continued to focus the Company's activities on wind and hydroelectric investments generating stable long-term income with the objective of providing predictable dividends to shareholders. In order to improve stability of cash returns from investee companies and enhance the predictability of dividends to shareholders of the Company, more recent investments are, on average, structured with lighter leverage than earlier investments. Further information can be found in the Investment Manager's Report on page 6.

The Investment Manager's Report provides a detailed analysis of the portfolio held by each of the ordinary, "C" and "D" share funds including a schedule which sets out the stage of investment and the renewable energy technology type of the assets held by each investee company.

Overview of the year and dividends

An overview of the Company's performance is set out in the Chairman's Statement together with details of the dividends paid to shareholders during the year and the final dividend declared in respect of the year.

Investment portfolio

A summary of the investment portfolio of each share fund is set out in the Chairman's Statement. The Investment Manager's Report provides details of the investments held.

Key performance indicators

The Directors consider the following key performance indicators ("KPIs"), which are typical for VCTs, to best measure the Company's performance and to provide shareholders with a summary of how the business' objectives are pursued:

Results and dividends

For the year ended 28 February 2015

	Ordinary Shares £000	Ordinary Shares Pence per share [1]	"C" Shares £000	"C" Shares Pence per share [1]	"D" Shares £000	"D" Shares Pence per share [1]	Total £000
Revenue profit/(loss) attributable to equity shareholders	771	4.73	468	4.14	(21)	(1.25)	1,218
Capital gain/(loss) attributable to equity shareholders	291	1.79	242	2.14	(39)	(2.23)	494
Net profit/(loss) attributable to equity shareholders	1,062	6.52	710	6.28	(60)	(3.48)	1,712
Dividends paid during the year	(896)	(5.50)	(623)	(5.50)	-	-	(1,519)
Total movement in equity shareholders' funds	166	1.02	87	0.78	(60)	(3.48)	193
		%		%		%	%
Ongoing charges ratio [2]		3.55%		3.27%		3.32%	3.43%

	Ordinary Shares £000	Ordinary Shares Pence per share [1]	"C" Shares £000	"C" Shares Pence per share [1]	"D" Shares £000	"D" Shares Pence per share [1]	Total £000
As at 28 February 2015							
Net asset value	19,812	121.5	13,813	122.4	1,871	94.0	35,496
Total shareholder return [4]	25,281	156.3	15,285	135.4	1,871	94.0	42,437

1 The "pence per share" value is determined in respect of the weighted average number of shares in issue during the year, except in respect of the dividends paid in the year, which is based on the number of shares eligible to receive dividends at the time the dividends were paid.

2. The ongoing charges ratio represents the total operating expenditure during the year (excluding investment costs) as a percentage of the net asset value of the Company at year end.
The total annual running costs cap is set out in Note 3 to the financial statements.

3. The "pence per share" value is determined in respect of the number of shares in issue as at the year end, except in respect of the total shareholder return, which includes dividends paid which based on the number of shares eligible to receive dividends at the time the dividends were paid.

4. The total shareholder return represents the net asset value of the Company at year end plus the cumulative dividends paid by the Company since incorporation.

Principal risks and uncertainties

Other than the inherent risks associated with investment activities, which are discussed in the Investment Manager's Report, the risks described below are those which the Directors consider to be material:

> Failure to meet and maintain the investment requirements for compliance with HMRC VCT regulations may result in the Company losing its status as a VCT.

The Board mitigates this risk by regularly reviewing investment management activity and each new investment with appropriately qualified advisers and, typically, by obtaining pre-approval from HMRC for each qualifying investment.

> Inadequate control environment at service providers may lead to inaccurate reporting or misappropriation of assets.

This risk is mitigated by only appointing service providers of a high standing under agreements that set out their responsibilities and by obtaining assurances from them that all exceptions have been reported to the Board. In addition, the Board has appointed an independent external party, Roffe Swayne, to report directly to the Board in respect of the Company's internal controls undertaken by the Investment Manager on behalf of the Company.

> Non-compliance with the Listing Rules of the Financial Conduct Authority, Companies Act Legislation and other applicable regulations may result in termination of the Company's Stock Exchange listing or other sanctions.

This risk is mitigated by employing external advisers fully conversant with applicable statutory and regulatory requirements who report regularly to the Board on the Company's compliance.

> Reliance on the UK Government's continued support for the renewable energy sector and the risk of adverse changes in the application of government policies particularly in respect of the renewable energy sector and tax legislation

The future level of Government-mandated support for renewables has important implications for the industry and could impact the value of investments the Company has made in companies developing and operating renewable projects. However, the Directors believe that any future reductions in renewable energy tariffs should not impact any existing investments in companies operating renewable energy assets, as the UK Government has a consistent history of grandfathering financial support mechanisms for existing projects and has a long term commitment to the renewable energy sector.

Investment management, administration and performance fees

Temporis Capital LLP, the Investment Manager of the Company, also provides management and other administrative services to the Company. Temporis Capital LLP also provided similar services to Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund during the financial year. The principal terms of the investment management agreement are set out in note 3 of the Financial Statements. The Directors evaluated the performance of the Investment Manager and agreed the continuing appointment of Temporis Capital LLP, on the terms agreed, is in the interests of the shareholders. Further discussion of the Investment Manager performance is within the Corporate Governance Statement.

Company Secretary

The City Partnership (UK) Limited has been appointed to provide company secretarial services to the Company as set out in the company secretarial services agreement. For these services the Company Secretary received an annual fee of £16,951 plus VAT. The company secretarial services are terminable by either party giving not less than six months' notice in writing.

VCT monitoring status

The Company appointed Robertson Hare LLP to advise on its compliance with the taxation requirements relating to VCTs.

The Board is satisfied that the Company is compliant with VCT rules as at the year end and at the date of this report.

Additional disclosures required by the Companies Act 2006

The Company had no employees during the year and the Company has three non-executive Directors, all of whom are male.

The Company, being an externally managed investment company with no employees, has no specific policies in relation to environmental matters, social, community and human rights issues. The purpose of the Company is to invest in companies that develop and operate assets which generate energy from renewable sources. Through its investment policy, the Company is committed to mitigating the impact of climate change by contributing to the transition to a low carbon economy and a cleaner environment.

In respect of the Bribery Act the Investment Manager believes there are no reasons or circumstances which could be foreseen in which any of the third party service providers might fall foul of the Bribery Act. The Investment Manager has detailed procedures in place covering the giving, receiving, authorising and recording of gifts and hospitality by staff of the Investment Manager.

For and on behalf of the Board

David Pinckney
Chairman

28 May 2015

Investment Manager's Report

In line with the strategic objectives set by the Board, the Investment Manager has continued to focus the Company's activities on renewable energy investments generating stable long-term income with the objective of providing predictable dividends to shareholders.

Ordinary share portfolio

A summary of the ordinary share fund's investment valuations as at 28 February 2015 and gains and losses during the year ended 28 February 2015 is given below.

			Investment value			Investment cost					
		Voting rights as at 28 February 2015 %	Shares as at 28 February 2015 £000	Loans as at 28 February 2015 £000	Total as at 28 February 2015 £000	Shares as at 28 February 2015 £000	Loans as at 28 February 2015 £000	Total as at 28 February 2015 £000	Gain/ (loss) in the year to 28 February 2015 £000	Investment value Total as at 28 February 2014 £000	Investment cost Total as at 28 February 2014 £000
Operational wind											
Fenpower Limited	**Q**	33.33%	2,888	1,595	4,483	309	1,588	1,897	377	4,170	1,961
A7 Greendykeside Limited	**Q**	50.00%	1,828	677	2,505	916	620	1,536	127	2,378	1,536
Achairn Energy Limited*	**Q**	8.50%	557	292	849	203	261	464	34	815	464
A7 Lochhead Limited*	**Q**	30.00%	1,103	-	1,103	820	-	820	(151)	1,434	1,000
Greenfield Wind Farm Limited*	**PQ**	8.35%	720	676	1,396	333	628	961	(94)	1,518	989
Biggleswade Wind Farm Limited*	**Q**	3.50%	309	285	594	86	264	350	(17)	612	350
Eye Wind Power Limited**	**Q**	35.09%	1,885	-	1,885	1,597	-	1,597	288	1,800	1,800
Bernard Matthews Green Energy Weston Limited*	**Q**	50.00%	971	-	971	500	-	500	433	538	500
Bernard Matthews Green Energy Pickenham Limited*	**Q**	50.00%	694	-	694	500	-	500	158	536	500
Wind under construction											
Bernard Matthews Green Energy Halesworth Limited**	**Q**	4.45%	237	-	237	50	-	50	121	116	50
Operational company in the wind sector											
Firefly Energy Limited*	**Q**	50.00%	-	745	745	200	938	1,138	11	734	1,138
Development and Pre-planning											
BEL Holdco Limited***		11.4%	12	-	12	750	-	750	(589)	2,365	750
BEL Acquisition Limited*		11.4%	58	-	58	58	-	58	-	-	-
Realised investments											
Redimo LFG Limited*		0.00%	-	-	-	-	-	-	-	-	2,000
Redeven Energy Limited*		50.00%	-	-	-	-	113	113	-	-	113
Total			11,262	4,270	15,532	6,322	4,412	10,734	698	17,016	13,151

Q Investment complies with VCT regulations on qualifying holdings.

PQ Part of the investment complies with VCT regulations on qualifying holdings.

* A company in which Ventus 2 VCT plc has also invested (or in which Ventus 2 VCT plc had invested prior to the investment being realised).

** A company in which Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital LLP.

*** During the year, the Company exchanged its holding in Broadview Energy Limited for an identical holding in BEL Holdco Limited, a company which holds 100% of the ordinary shares of Broadview Energy Limited.

OPERATIONAL WIND

Each of the following investee companies owns and operates a single wind farm (or, in the case of Bernard Matthews Green Energy Weston Limited and Bernard Matthews Green Energy Pickenham Limited, owns an interest in a limited liability partnership that owns and operates a single wind farm):

	Wind farm capacity (megawatts)	Operational since	Location
Fenpower Limited	10.0	May 2007	Cambridgeshire
A7 Greendykeside Limited	4.0	November 2007	Lanarkshire, Scotland
Achairn Energy Limited	6.0	May 2009	Caithness, Scotland
A7 Lochhead Limited	6.0	June 2009	Lanarkshire, Scotland
Greenfield Wind Farm Limited	12.3	March 2011	Lanarkshire, Scotland
Biggleswade Wind Farm Limited	20.0	December 2013	Bedfordshire
Eye Wind Power Limited	6.8	April 2014	Suffolk
Bernard Matthews Green Energy Weston Limited	4.0	April 2014	Norfolk
Bernard Matthews Green Energy Pickenham Limited	4.0	April 2014	Norfolk

The Company's investments in the above companies are valued using discounted cash flow models. The aggregate value of the above nine companies increased by 4.9% during the year ended 28 February 2015. Eye Wind Power Limited, Bernard Matthews Green Energy Weston Limited and Bernard Matthews Green Energy Pickenham Limited (all three of which were valued at cost as at 28 February 2014) were valued on a discounted cash flow basis in accordance with the Company's valuation policy for investments in companies with operating renewable energy assets as at 28 February 2015. All have increased in value having completed construction and are now fully operational.

During the year ended 28 February 2015, the aggregate electricity output of the above nine companies was 88% of budget and each company except Achairn Energy Limited experienced satisfactory availability. The shortfall against budget was due to wind speeds in the UK being below the long term averages during the summer and autumn of 2014, as well as poor availability for Achairn Energy Limited. Set out below is a brief summary of the performance of the investee companies' operating wind farms.

Fenpower Limited

The electricity production of Fenpower Limited during the year ended 28 February 2015 was 89% of budget. The Company received mezzanine interest cash payments totalling £164,000 from Fenpower Limited in the year ended 28 February 2015, representing an 8.6% cash yield on the average cost of the investment. Fenpower Limited also repaid £64,000 of mezzanine loan principal to the Company during the year. The Company recognised a valuation gain of £377,000 on its investment in Fenpower Limited in the year ended 28 February 2015 due primarily to the repayment of the underlying senior debt in the company.

A7 Greendykeside Limited

The electricity production of A7 Greendykeside Limited during the year ended 28 February 2015 was 101% of budget. The Company received dividends and mezzanine interest cash payments totalling £188,000 from A7 Greendykeside Limited in the year ended 28 February 2015, representing a 12.2% cash yield on the cost of the investment. In addition to mezzanine interest income, the Company recognised a valuation gain of £127,000 on its investment in A7 Greendykeside Limited in the year ended 28 February 2015 due primarily to the repayment of the underlying senior debt in the company.

Achairn Energy Limited

The electricity production of Achairn Energy Limited during the year ended 28 February 2015 was 75% of budget. This shortfall was due in significant part to one of the three turbines at Achairn being out of service from September 2014 to April 2015. The Company received dividends and mezzanine interest cash payments totalling £26,000 from Achairn Energy Limited in the year ended 28 February 2015, representing a 5.6% cash yield on the cost of investment. In addition to mezzanine interest income, the Company recognised a valuation gain of £34,000 on its investment in Achairn Energy Limited in the year ended 28 February 2015 due primarily to the repayment of the underlying senior debt in the company.

A7 Lochhead Limited

The electricity production of A7 Lochhead Limited during the year ended 28 February 2015 was 95% of budget. The Company received dividends and mezzanine interest cash payments totalling £329,000 from A7 Lochhead Limited in the year ended 28 February 2015, representing a 40.1% cash yield on the average cost of the investment. A7 Lochhead Limited also repaid £180,000 of mezzanine loan principal to the Company during the year, reducing the balance of the mezzanine loan to nil. The Company recognised a valuation loss of £151,000 on its investment in A7 Lochhead Limited in the year ended 28 February 2015. This valuation decrease was primarily due to a large dividend which reduced the cash held by A7 Lochhead Limited, resulting in an unusually high cash yield on the investment in the year ended 28 February 2015.

Greenfield Wind Farm Limited

The electricity production of Greenfield Wind Farm Limited during the year ended 28 February 2015 was 91% of budget. The Company's ordinary share fund received dividends and mezzanine interest cash payments totalling £132,000 from Greenfield Wind Farm Limited in the year ended 28 February 2015, representing a 13.5% cash yield on the average cost of the investment. Greenfield Wind Farm Limited also repaid £28,000 of mezzanine loan principal to the Company's ordinary share fund during the year. The Company's ordinary share fund recognised a valuation loss of £94,000 on its investment in Greenfield Wind Farm Limited in the year ended 28 February 2015 due primarily to a downward revision of 4.6% in the projected long-term energy yield for the wind farm.

The Company's "C" share fund also holds an investment in Greenfield Wind Farm Limited as discussed below.

Biggleswade Wind Farm Limited

The electricity production of Biggleswade Wind Farm Limited during the year ended 28 February 2015 was 88% of budget. The Company's ordinary share fund received dividends and mezzanine interest cash payments totalling £55,000 from Biggleswade Wind Farm Limited in the year ended 28 February 2015, representing a 15.6% cash yield on the cost of investment. The Company's ordinary share fund recognised a valuation loss of £17,000 on its investment in Biggleswade Wind Farm Limited in the year ended 28 February 2015 due to adjustments in assumptions related to projected cash flows.

The Company's "C" share fund also holds an investment in Biggleswade Wind Farm Limited as discussed below.

Eye Wind Power Limited

The Eye Airfield wind farm became fully operational in April 2014. The wind farm was completed ahead of schedule and under budget. In July 2015, Eye Wind Power Limited paid to the Company's ordinary share fund £26,000 of mezzanine loan interest and £203,000 of mezzanine loan principal, reducing the balance of the mezzanine loan to nil. The Company's ordinary share fund recognised a valuation gain of £288,000 on its investment in Eye Wind Power Limited in the year ended 28 February 2015 because the investment, having been held at cost as at 28 February 2014, has been revalued on a discounted cash flow basis in line with the Company's accounting policy.

As discussed below, the Company's "C" share fund held a mezzanine debt investment in Eye Wind Power Limited which was repaid in full during the year ended 28 February 2015.

Bernard Matthews Green Energy Weston Limited

The Weston Airfield wind farm (in which Bernard Matthews Green Energy Weston Limited holds a partnership interest) became fully operational in April 2014. The wind farm was completed ahead of schedule and under budget. The Company received no cash income from Bernard Matthews Green Energy Weston Limited in the year ended 28 February 2015. The Company recognised a valuation gain of £433,000 on its investment in Bernard Matthews Green Energy Weston Limited in the year ended 28 February 2015 because the investment, having been held at cost as at 28 February 2014, has been revalued on a discounted cash flow basis in line with the Company's accounting policy.

As discussed below, the Company's "C" share fund holds an investment in Weston Airfield Investments Limited, which is Bernard Matthews Green Energy Weston Limited's partner in the Weston Airfield wind farm.

Bernard Matthews Green Energy Pickenham Limited

The North Pickenham Airfield wind farm (in which Bernard Matthews Green Energy Pickenham Limited holds a partnership interest) became fully operational in April 2014. The wind farm was completed ahead of schedule and under budget. The Company received no cash income from Bernard Matthews Green Energy Pickenham Limited in the year ended 28 February 2015. The Company recognised a valuation gain of £158,000 on its investment in Bernard Matthews Green Energy Pickenham Limited in the year ended 28 February 2015 because the investment, having been held at cost as at 28 February 2014, has been revalued on a discounted cash flow basis in line with the Company's accounting policy.

As discussed below, the Company's "C" share fund holds an investment in North Pickenham Energy Limited, which is Bernard Matthews Green Energy Pickenham Limited's partner in the North Pickenham Airfield wind farm.

WIND UNDER CONSTRUCTION

Bernard Matthews Green Energy Halesworth Limited

Bernard Matthews Green Energy Halesworth Limited is constructing a 10.25 megawatt wind farm at the Upper Holton Airfield near Halesworth, Suffolk. The wind farm will operate five Senvion MM82 2.05 megawatt turbines. The wind farm is scheduled to be operational in August 2015. The investment of the Company's ordinary share fund in Bernard Matthews Green Energy Halesworth Limited is held at £237,000, which is based on the price per share paid by new investors in the company (including the Company's "C" and "D" share funds) in July 2014.

The Company's "C" and "D" share funds also hold an investment in Bernard Matthews Green Energy Halesworth Limited as discussed below.

OPERATIONAL COMPANY IN THE WIND SECTOR

Firefly Energy Limited

Firefly Energy Limited is the parent company of a group of trading subsidiaries that have entered into long term power purchase agreements with customers for 41.7 megawatts of generating capacity across five wind farm developments. The five wind farm projects are fully operational and generating revenues. Each of the five power purchase agreements expires on 31 March 2016. Firefly Energy Limited earns a margin on the five long-term power purchase agreements.

The Company has a loan investment in Firefly Energy Limited which had a principal amount outstanding as at 28 February 2015 of £938,000. The loan is valued in the Company's accounts based on the discounted projected future cash flows from the five power purchase agreements on which the company earns a spread, net of projected administration costs. As at 28 February 2015, the value of the loan was

£744,000, reflecting a valuation gain of £11,000 in the year ended 28 February 2015. The loan, as valued, is projected to be paid off by the end of 2016. The Company also holds 50% of the ordinary shares of Firefly Energy Limited (cost of £200,000) which was written down to nil value in a prior year. The Company received no cash income or loan repayments from Firefly Energy Limited in the year ended 28 February 2015.

DEVELOPMENT AND PRE-PLANNING

BEL Holdco Limited

BEL Holdco Limited is the parent company of Broadview Energy Limited ("Broadview"), an independent renewable energy company that formerly developed, constructed and operated wind farms in the UK. Having disposed of its operating and consented wind projects, Broadview carried out a reorganisation in January 2014 with the objective of returning cash to its shareholders. In connection with this reorganisation, all the shareholders of Broadview, including the Company, exchanged their holdings in Broadview for identical holdings in BEL Holdco Limited. Subsequent to this exchange, BEL Holdco Limited sold Broadview to BEL Acquisition Limited (see below) in exchange for nominal cash plus deferred consideration. Broadview's assets consisted of five wind development projects (four of which had been rejected in planning and were being appealed and one of which had yet to be submitted for planning), along with a limited amount of working capital. Upon successful consent of any of the five wind development projects, BEL Acquisition Limited will pay deferred consideration to BEL Holdco Limited. As the final step in its reorganisation, BEL Holdco entered voluntary liquidation so that the cash in Broadview could be distributed to shareholders.

During the year ended 28 February 2015, BEL Holdco Limited distributed £1,765,000 to the Company. This return of cash represents a 2.35 times multiple on the Company's £750,000 investment in Broadview made in February 2008.

Since the acquisition of Broadview by BEL Holdco Limited, all four of the wind development projects under appeal have been rejected by the Secretary of State for Communities and Local Government, and the fifth project is still in planning. As at 28 February 2015 the Company's remaining interest in BEL Holdco Limited is valued at £12,000, which is based on the Investment Manager's estimate of the cash in BEL Holdco Limited still to be distributed pursuant to its reorganisation.

BEL Acquisition Limited

BEL Acquisition Limited is a wind farm development company. It was incorporated in May 2014 for the purpose of acquiring Broadview from BEL Holdco Limited (see above). As discussed above, the four appeals have been rejected by the Secretary of State for Communities and Local Government and the remaining project is still in planning. BEL Acquisition Limited also earns income from providing asset management services to wind farms.

During the year ended 28 February 2015, the Company acquired 11.4% of the ordinary shares of BEL Acquisition Limited at a cost of £58,000. The Company's investment in BEL Acquisition Limited is held at cost.

REALISED INVESTMENTS

Redimo LFG Limited

Redimo LFG Limited operated four landfill gas electricity generation sites in the north of England. Redimo LFG Limited has been held in the accounts at a nil valuation since late 2010 and was dissolved in November 2014. The loss in value in respect of this investment is treated as a realised loss.

Redeven Energy Limited

Redeven Energy Limited is a wind farm development company through which the Company, jointly with Ventus 2 VCT plc, held investment rights in three successfully-consented wind farm developments at three sites in East Anglia: Weston Airfield, North Pickenham Airfield and Upper Holton Airfield. The development rights in these wind farms have been transferred to the relevant project companies into which the Company and Ventus 2 VCT plc have invested further funds, leaving Redeven Energy Limited with no remaining significant assets or liabilities as at 28 February 2015. The project companies that have built out or are building out the three wind farms are owned by the Company and by Ventus 2 VCT plc and are described elsewhere in this report.

INVESTMENTS MADE SINCE THE YEAR END

Darroch Power Limited

Darroch Power Limited is constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's ordinary share fund invested £176,000 in the equity of Darroch Power Limited for a shareholding of 14.09% and has advanced a mezzanine loan of £444,000.

The Company's "C" and "D" share funds also hold an investment in Darroch Power Limited as discussed below.

Upper Falloch Power Limited

Upper Falloch Power Limited is also constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's ordinary share fund invested £58,000 in the equity of Upper Falloch Limited for a shareholding of 9.30% and has advanced a mezzanine loan of £301,000.

The Company's "C" and "D" share funds also hold an investment in Upper Falloch Power Limited as discussed below.

"C" share portfolio

A summary of the "C" share fund's investment valuations as at 28 February 2015 and gains and losses during the year ended 28 February 2015 is given below.

		Voting rights as at 28 February 2015 %	Investment value: Shares as at 28 February 2015 £000	Investment value: Loans as at 28 February 2015 £000	Investment value: Total as at 28 February 2015 £000	Investment cost: Shares as at 28 February 2015 £000	Investment cost: Loans as at 28 February 2015 £000	Investment cost: Total as at 28 February 2015 £000	Gain/ (loss) in the year to 28 February 2015 £000	Investment value Total as at 28 February 2014 £000	Investment cost Total as at 28 February 2014 £000
Operational wind											
Greenfield Wind Farm Limited*	PQ	12.50%	1,076	1,013	2,089	500	940	1,440	(141)	2,271	1,481
White Mill Windfarm Limited*	PQ	25.00%	2,521	342	2,863	1,000	318	1,318	(47)	2,910	1,318
AD Wind Farmers Limited*	Q	50.00%	1,215	-	1,215	1,000	-	1,000	46	1,169	1,000
Biggleswade Wind Farm Limited*	Q	21.50%	1,900	1,753	3,653	527	1,623	2,150	(107)	3,760	2,150
Weston Airfield Investments Limited*	Q	50.00%	1,544	-	1,544	1,000	-	1,000	544	1,000	1,000
North Pickenham Energy Limited*	Q	50.00%	1,179	-	1,179	1,000	-	1,000	179	1,000	1,000
Wind under construction											
Bernard Matthews Green Energy Halesworth Limited**	Q	5.64%	300	-	300	300	-	300	-	301	301
Development and pre-planning											
Blawearie Wind Limited*		50.00%	32	-	32	32	-	32	-	30	30
Realised investments											
Iceni Renewables Limited*		50.00%	-	-	-	400	17	417	-	-	417
Eye Wind Power Limited**	Q	0.00%	-	-	-	-	-	-	-	500	500
Total			9,767	3,108	12,875	5,759	2,898	8,657	474	12,941	9,197

Q Investment complies with VCT regulations on qualifying holdings.
PQ Part of the investment complies with VCT regulations on qualifying holdings.
* A company in which Ventus 2 VCT plc has also invested.
** A company in which Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital LLP.

A discussion of each investment follows:

OPERATIONAL WIND

Each of the following investee companies owns and operates a single wind farm (or, in the case of AD Wind Farmers Limited, Weston Airfield Investments Limited and North Pickenham Energy Limited owns an interest in a limited liability partnership that owns and operates a single wind farm):

	Wind farm capacity (megawatts)	Operational since	Location
Greenfield Wind Farm Limited	12.3	March 2011	Lanarkshire, Scotland
White Mill Windfarm Limited	14.35	August 2012	Cambridgeshire
AD Wind Farmers Limited	10.2	December 2012	Argyll and Bute, Scotland
Biggleswade Wind Farm Limited	20.0	December 2013	Bedfordshire
Weston Airfield Investments Limited	4.0	April 2014	Norfolk
North Pickenham Energy Limited	4.0	April 2014	Norfolk

The Company's investments in the above companies are valued using discounted cash flow models. The aggregate value of the above six companies increased by 3.6% during the year ended 28 February 2015. This increase was primarily due to Weston Airfield Investments Limited and North Pickenham Energy Limited (both of which were valued at cost as at 28 February 2014) being valued on a discounted cash flow basis in accordance with the Company's valuation policy for investments in companies with operating renewable energy assets.

During the year ended 28 February 2015, the aggregate electricity output of the above six companies was 91% of budget and each company experienced satisfactory availability. The shortfall against budget was due to wind speeds in the UK being below the long term averages during the summer and autumn of 2014. Set out below is a brief summary of the performance of the investee companies' operating wind farms.

Greenfield Wind Farm Limited

The electricity production of Greenfield Wind Farm Limited during the year ended 28 February 2015 was 91% of budget. The Company's "C" share fund received dividends and mezzanine interest cash payments totalling £198,000 from Greenfield Wind Farm Limited in the year ended 28 February 2015, representing a 13.7% cash yield on the cost of the investment. Greenfield Wind Farm Limited also repaid £41,000 of mezzanine loan principal to the Company's "C" share fund during the year. The Company's "C" share fund recognised a valuation loss of £141,000 on its investment in Greenfield Wind Farm Limited in the year ended 28 February 2015 due primarily to a downward revision of 4.6% in the projected long-term energy yield for the wind farm.

The Company's ordinary share fund also holds as investment in Greenfield Wind Farm Limited as discussed above.

White Mill Windfarm Limited

The electricity production of White Mill Windfarm Limited during the year ended 28 February 2015 was 85% of budget. The Company received dividends and mezzanine interest cash payments totalling £141,000 from White Mill Windfarm Limited in the year ended 28 February 2015, representing a 10.7% cash yield on the cost of investment. The Company recognised a valuation loss of £47,000 on its investment in White Mill Limited in the year ended 28 February 2015 due, primarily, to adjustments in assumptions related to projected cash flows.

AD Wind Farmers Limited

AD Wind Farmers Limited is an investor in Allt Dearg Wind Farmers LLP. The electricity production of Allt Dearg Wind Farmers LLP during the year ended 28 February 2015 was 106% of budget. The Company received no dividends from AD Wind Farmers Limited in the year ended 28 February 2015.

The investment in AD Wind Farmers Limited is valued by applying a discount rate to the dividends it is projected to pay to the Company over time. As AD Wind Farmers Limited is unleveraged and as its profit participation in Allt Dearg Wind Farmers LLP has a fixed term, the value of the Company's investment in AD Wind Farmers Limited will generally decrease each year as the remaining term of the Company's profit participation reduces. However, in the year ended 28 February 2015, the Company recognised a valuation gain of £46,000 on its investment in AD Wind Farmers Limited due to cash built up in the company which was not (but could have been) distributed as dividends during the year.

Biggleswade Wind Farm Limited

Biggleswade wind farm became fully operational in December 2013. The wind farm was completed ahead of schedule and on budget. The electricity production of Biggleswade Wind Farm Limited Farm during the year ended 28 February 2015 was 88% of budget. The Company's "C" share fund received dividends and mezzanine interest cash payments totalling £336,000 from Biggleswade Wind Farm Limited in the year ended 28 February 2015, representing a 15.6% cash yield on the cost of investment. The Company's "C" share fund recognised a valuation loss of £107,000 on its investment in Biggleswade Wind Farm Limited in the year ended 28 February 2015 due to adjustments in assumptions related to projected cash flows.

The Company's ordinary share fund also holds an investment in Biggleswade Wind Farm Limited as discussed above.

Weston Airfield Investments Limited

The Weston Airfield wind farm (in which Weston Airfield Investments Limited holds a partnership interest) became fully operational in April 2014. The wind farm was completed ahead of schedule and under budget. The Company received no cash income from Weston Airfield Investments Limited in the year ended 28 February 2015. The Company recognised a valuation gain of £544,000 on its investment in Weston Airfield Investments Limited in the year ended 28 February 2015 because the investment, having been held at cost as at 28 February 2014, has been revalued on a discounted cash flow basis in line with the Company's accounting policy.

As discussed above, the Company's ordinary share fund holds an investment in Bernard Matthews Green Energy Weston Limited, which is Weston Airfield Investments Limited's partner in the Weston Airfield wind farm.

North Pickenham Energy Limited

The North Pickenham Airfield wind farm (in which North Pickenham Energy Limited holds a partnership interest) became fully operational in April 2014. The wind farm was completed ahead of schedule and under budget. The Company received no cash income from North Pickenham Energy Limited in the year ended 28 February 2015. The Company recognised a valuation gain of £179,000 on its investment in North Pickenham Energy Limited in the year ended 28 February 2015 because the investment, having been held at cost as at 28 February 2014, has been revalued on a discounted cash flow basis in line with the Company's accounting policy.

As discussed above, the Company's ordinary share fund holds an investment in Bernard Matthews Green Energy Pickenham Limited, which is North Pickenham Energy Limited's partner in the North Pickenham Airfield wind farm.

WIND UNDER CONSTRUCTION

Bernard Matthews Green Energy Halesworth Limited

Bernard Matthews Green Energy Halesworth Limited is constructing a 10.25 megawatt wind farm at the Upper Holton Airfield near Halesworth, Suffolk. The wind farm will operate five Senvion MM82 2.05 megawatt turbines. The wind farm is scheduled to be operational in August 2015. In February 2014, the Company's "C" share fund made a loan investment of £301,000 in Bernard Matthews Green Energy Halesworth Limited but converted this to an equity investment of £300,000 in July 2014. The investment is held at cost.

The Company's ordinary and "D" share funds also hold an investment in Bernard Matthews Green Energy Halesworth Limited as discussed above and below.

DEVELOPMENT AND PRE-PLANNING

Blawearie Wind Limited

Blawearie Wind Limited is developing a wind farm in the Scottish Borders. The project is in the pre-planning phase. During the year ended 28 February 2015, the Company invested a further £2,500 in Blawearie Wind Limited, taking the cost of the investment for the Company's "C" share fund to £32,500.

REALISED INVESTMENTS

Iceni Renewables Limited

Iceni Renewables Limited is a company established to develop two potential wind farms in Scotland. The first project, Craigannet (up to six turbines), was submitted for planning in January 2012, appealed for non-determination in August 2012 and then refused by the Scottish Government in November 2012. The second site, Merkins (up to ten turbines), was submitted for planning in January 2012 and turned down by West Dunbartonshire Council in October 2013. The Investment Manager believes there is no prospect of Iceni Renewables Limited obtaining value from either site. As such, the Company's investment in Iceni Renewables Limited has been written down to nil value and is considered to be a realised loss.

Eye Wind Power Limited

The Company's "C" share fund held a mezzanine debt investment in Eye Wind Power Limited of £500,000, which was repaid in full during the year ended 28 February 2015.

INVESTMENTS MADE SINCE THE YEAR END

Darroch Power Limited

Darroch Power Limited is constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's "C" share fund invested £53,000 in Darroch Power Limited for a shareholding of 4.22% and has advanced a mezzanine loan of £133,000.

The Company's ordinary and "D" share funds also hold an investment in Darroch Power Limited as discussed above and below.

Upper Falloch Power Limited

Upper Falloch Power Limited is also constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's "C" share fund invested £17,000 in the equity of Upper Falloch Limited for a shareholding of 2.79% and has advanced a mezzanine loan of £90,000.

The Company's ordinary and "D" share funds also hold an investment in Upper Falloch Power Limited as discussed above and below.

"D" share portfolio

The "D" share offer closed on 30 May 2014 having raised net proceeds of £1.93 million. The "D" share fund made one investment during the year ended 28 February 2015, which is discussed immediately below. In March 2015, the "D" share fund made an investment of £644,000 in Darroch Power Limited and an investment of £374,000 in Upper Falloch Power Limited. Darroch Power Limited and Upper Falloch Power Limited are both constructing hydroelectric projects which are scheduled to be operational by the end of 2015. The "D" share fund is now fully invested.

WIND UNDER CONSTRUCTION

Bernard Matthews Green Energy Halesworth Limited

Bernard Matthews Green Energy Halesworth Limited is constructing a 10.25 megawatt wind farm at the Upper Holton Airfield near Halesworth, Suffolk. The wind farm will operate five Senvion MM82 2.05 megawatt turbines. The wind farm is scheduled to be operational in August 2015. In July 2014, the Company's "D" share fund made an equity investment of £712,000 in Bernard Matthews Green Energy Halesworth Limited in July 2015. The investment is held at cost.

The Company's ordinary and "C" share funds also hold an investment in Bernard Matthews Green Energy Halesworth Limited as discussed above.

INVESTMENTS MADE SINCE THE YEAR END

Darroch Power Limited

Darroch Power Limited is constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's "D" share fund invested £319,000 in the equity of Darroch Power Limited for a shareholding of 25.50% and has advanced a mezzanine loan of £325,000.

The Company's "C" and "D" share funds also hold an investment in Darroch Power Limited as discussed above.

Upper Falloch Power Limited

Upper Falloch Power Limited is also constructing a hydroelectric scheme on the Glenfalloch Estate near Loch Lomond. In March 2015, the Company's "D" share fund invested £185,000 in the equity of Upper Falloch Limited for a shareholding of 29.58% and has advanced a mezzanine loan of £189,000.

The Company's "C" and "D" share funds also hold an investment in Upper Falloch Power Limited as discussed above.

Top Ten Investments

The details of the top ten investments, by value, held by each of the ordinary share fund, the "C" share fund and the "D" share fund at 28 February 2015 are set out in the table below:

Ordinary Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of Value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets/ (liabilities) £000	Turnover £000	Profit/ (loss) £000
Ordinary Share Fund											
Fenpower Limited	4,483	1,897	33.33%	33.33%	178	DCF	28.9%	31/03/2014	2,617	1,973	477
A7 Greendykeside Limited	2,505	1,536	50.00%	50.00%	188	DCF	16.1%	30/04/2014	1,113	969	216
Eye Wind Power Limited	1,885	1,597	35.09%	35.09%	8	DCF	12.1%	28/02/2014	2,419	11	(25)
Greenfield Wind Farm Limited	1,396	961	8.35%	8.35%	132	DCF	9.0%	31/12/2013	1,952	-	270
A7 Lochhead Limited	1,103	820	30.00%	30.00%	319	DCF	7.1%	31/03/2014	1,802	1,826	451
Bernard Matthews Green Energy Weston Limited	971	500	50.00%	50.00%	-	DCF	6.3%	31/03/2014	1,042	58	43
Achairn Energy Limited	849	464	8.50%	8.50%	45	DCF	5.5%	30/11/2013	966	1,385	19
Firefly Energy Limited	745	1,138	50.00%	50.00%	-	DCF	4.8%	31/03/2014	(22)	-	181
Bernard Matthews Green Energy Pickenham Limited	694	500	50.00%	50.00%	-	DCF	4.5%	31/03/2014	996	-	(3)
Biggleswade Wind Farm Limited	594	350	3.50%	3.50%	49	DCF	3.8%	30/06/2014	2,014	2,768	811

"C" Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of Value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets/ (liabilities) £000	Turnover £000	Profit/ (loss) £000
Biggleswade Wind Farm Limited	3,653	2,150	21.50%	21.5%	301	DCF	28.4%	30/06/2014	2,014	2,768	811
White Mill Windfarm Limited	2,863	1,318	25.00%	25.0%	162	DCF	22.2%	31/12/2013	2,637	3,138	284
Greenfield Wind Farm Limited	2,089	1,440	12.50%	12.5%	197	DCF	16.2%	31/12/2013	1,952	-	270
Weston Airfield Investments Limited	1,544	1,000	50.00%	50.0%	-	DCF	12.0%	31/03/2014	2,004	-	(1)
AD Wind Farmers Limited	1,215	1,000	50.00%	50.0%	-	DCF	9.4%	30/09/2013	2,074	96	74
North Pickenham Energy Limited	1,179	1,000	50.00%	50.0%	-	DCF	9.2%	31/03/2014	2,004	-	(1)
Bernard Matthews Green Energy Halesworth Limited	300	300	5.64%	5.64%	13	PRI	2.3%	30/06/2014	60	-	(41)
Blawearie Wind Limited	32	32	50.00%	50.0%	-	PRI	0.2%	30/04/2014	47	-	(1)

"D" Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of Value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets/ (liabilities) £000	Turnover £000	Profit/ (loss) £000
Bernard Matthews Green Energy Halesworth Limited	712	712	13.37%	13.37%	-	PRI	100%	30/06/2014	60	-	(41)

Basis of valuation

DCF Discounted future cash flows from the underlying business excluding interest earned to date
PRI Price of recent investment reviewed for impairment

The ordinary share fund and the "C" share fund have shareholdings in Greenfield Wind Farm Limited of 8.35% and 12.5% respectively, therefore the Company's aggregate shareholding is 20.85%.

The ordinary share fund and the "C" share fund have shareholdings in Biggleswade Wind Farm Limited of 3.5% and 21.5% respectively, therefore the Company's aggregate shareholding is 25.0%.

The ordinary share fund, the "C" share fund and the "D" share fund have shareholdings in Bernard Matthews Green Energy Halesworth Limited of 4.45%, 5.64% and 13.37% respectively, therefore the Company's aggregate shareholding is 23.46%.

Valuation of Investments

It is the accounting policy of the Company to hold its investments at fair value. The Company's investments in investee companies which operate renewable energy assets are valued using a discounted cash flow methodology.

The key assumptions that have a significant impact on discounted cash flow valuations for these assets are the discount rate, the price at which the power and associated benefits can be sold, the amount of electricity the investee companies' generating assets are expected to produce and operating costs.

The fair value of the Company's investments in project companies which have not passed an initial satisfactory operational period, or are engaged in seeking planning permission, are determined to be the price of investment subject to a periodic impairment review.

Investment Policy

The Company is focused on investing in companies developing renewable energy projects with installed capacities of up to 20 megawatts, although investments in companies developing larger projects may also be considered. Given the target investment size, investments will generally be in companies developing projects initiated by specialist small-scale developers and smaller projects which are not attractive to large development companies and utilities.

Asset Allocation

The Investment Manager seeks to allocate the Company's investments in equity securities and loan stock of companies owning renewable energy projects, primarily wind energy and hydroelectric. Up to 10% of net proceeds raised from share offers may be allocated to companies developing early stage renewable energy projects prior to planning permissions being obtained.

The Company together with Ventus 2 VCT plc has an allocation agreement in place with the Investment Manager. The allocation agreement prescribes the allocation of investments between the two companies and their share funds in accordance with the ratio of available funds in each share fund, subject to adjustment in consideration of maintaining the VCT status of both companies, concentration risk, expected timing of realisations and projected dividend profiles.

The Company's policy is to maintain cash reserves of at least 5% of net proceeds raised from share offers for the purpose of meeting operating expenses and purchasing its shares in the market. Circumstances may arise which would require the Company to hold less than 5% of net proceeds in cash for a limited period of time.

In order to comply with VCT requirements, at least 70% by value of the Company's investments are required to be comprised of qualifying investments.

The Company typically owns 25% to 50% of the equity share capital of each investee company and a portion of its investment in each investee company may be in the form of loan stock.

The Company's uninvested funds are placed on deposit.

Risk Diversification

The geographical focus of the Company's portfolio is the UK and the majority of investments made to date are in the wind sector. Funds are invested with a range of small-scale independent developers so project risk is not concentrated on only a few developers. The portfolio contains projects at different stages of the asset lifecycle, ranging from pre-planning to construction and then into operation. Investments are made via subscriptions for new share capital, acquiring existing share capital or via loan stock instruments in order to secure a negotiated level of return from the project. The majority of investments are made in special purpose companies set up specifically to develop each project.

Gearing

The Company does not intend to borrow funds for investment purposes. However the Company is exposed to gearing through its investee companies which typically fund the construction costs of each project through senior debt which is non-recourse to the Company. The Investment Manager is involved in assisting investee companies in negotiating the terms of this finance to ensure competitive terms are achieved. The interest rate is typically fixed for the duration of the loan so that investee companies are not exposed to changes in market interest rates.

To the extent that borrowing should be required by the Company for any purpose, the Directors will restrict the borrowings of the Company. The aggregate principal amount at any time outstanding in respect of money borrowed by the Company will not, without the previous sanction of an ordinary resolution of the Company, exceed a sum equal to 10% of the adjusted share capital and reserves of the Company in accordance with its Articles.

Maximum Exposures

In order to gauge the maximum exposure of the Company to various risks, the following can be used as a guide:

i) Investments in qualifying holdings

Under VCT regulations, at least 70% of the Company's funds should be invested in qualifying holdings. When there is an issue of new shares, the 70% requirement does not apply to the new funds raised for any accounting periods which end earlier than three years from the date of allotment of the new shares.

For the purposes of the 70% qualifying holdings requirement, disposals of qualifying investments for cash may be disregarded for a period of six months. Where a VCT breaches any requirement due to factors outside of its control, it may apply to HMRC for a determination that the breach will be disregarded for a period of 90 days while the breach is remedied.

ii) Concentration limits

Under VCT regulations, no more than 15% of the Company's total assets should be in a single investee company at the time the investment is made in that investee company.

iii) Investments in pre-planning projects

In accordance with the Company's investment policy, a maximum of 10% of the net funds raised from share offers may be invested in companies developing pre-planning projects.

VCT Regulations

Under the current VCT regulations, new investments in renewable energy companies that benefit from Renewable Obligation Certificates ("ROCs") or Feed-in Tariffs are excluded as qualifying investments for VCTs. As such, the Company is limited in its ability to make further investments in accordance with the Investment Policy. These restrictions do not affect any of the Company's existing investments.

Market Overview

In light of the current VCT regulations with respect to qualifying investments, as described above, the Company will have limited opportunities, if any, to make further new investments in renewable energy companies. Therefore, the discussion in this section relates primarily to the potential impact of policy and market developments on future income from current investments.

Under the Energy Act 2013, the Renewables Obligation ("RO") is planned to be phased out and replaced by Contracts for Difference ("CfD") for all renewable energy generation capacity brought on line after 31 March 2017. Up until 31 March 2017, renewable energy generators will have a choice between the RO regime and the CfD regime, but no new generation will be accredited for ROCs after 31 March 2017. A renewable energy project is entitled to earn ROCs (or an equivalent subsidy) for 20 years, so the RO regime will not end completely until 31 March 2037.

All existing wind farms operated by the Company's investee companies will continue to receive ROCs (or an equivalent subsidy) for 20 years from the date they commenced operations. The hydroelectric projects operated by the Company's investee companies will also receive the relevant Feed-in Tariff for 20 years from the date they commenced operations Both the ROC and Feed-in Tariff are indexed to the Retail Price Index.

Although the Conservative Party manifesto for the 2015 general election included a pledge to end subsidies for new onshore wind farms, the details of the implementation of this pledge have not been disclosed. In any case, this will have no impact on existing assets operated by portfolio companies of the Company. There is broad cross-party support in the UK for the concept that existing projects will always be "grandfathered" with respect to future changes in tariffs. Furthermore, the Scottish Government (where a significant portion of the Company's investments are based) continues to provide strong support for renewables.

Wholesale electricity prices in the UK have trended down in the past year, falling by approximately 10% in 2014. This has had a limited impact on the Company, as investee companies generally sell their electricity output pursuant to power purchase agreements ("PPAs") with wholesale electricity prices that are fixed over the medium- to long-term. It has recently become more difficult to enter into PPAs with a fixed-price term of greater than three years, which could have an impact on the ability of investee companies to enter into long-term PPAs when the current PPAs expire. The Investment Manager works closely with investee companies to manage wholesale electricity price risk and is actively investigating the replacement of PPAs of certain investee companies that are expiring within the next year.

The banking market for renewable energy projects has improved in the past year. There is increased availability of senior bank debt for renewable energy projects of all sizes. Lending margins and arrangement fees have narrowed, however banks are still generally unable to lend over as long a term as they did prior to 2009. The improvement in the lending market may provide the opportunity for a limited number of investee companies to refinance their existing senior debt on more attractive terms, although in many cases the potential savings do not justify the cost of refinancing. The Investment Manager is assisting certain investee companies in considering the advisability of re-financing.

Temporis Capital LLP
Investment Manager

28 May 2015

The Directors present their Annual Report and the audited Financial Statements for the year ended 28 February 2015.

Dividends

The dividends for the half-year ended 31 August 2014 of 3.00p per ordinary share and 3.00p per "C" share were paid on 14 January 2015 to shareholders on the register on 12 December 2014. The Directors recommend a final dividend of 3.50p per ordinary share and 3.50p per "C" share to be paid on 5 August 2015 to shareholders on the register on 10 July 2015. This gives a total dividend for the year of 6.50p per ordinary share and 6.50p per "C" share. Note 7 of the Financial Statements gives details of the dividends declared and paid in the current and prior financial years.

The Company is able to pay dividends from special reserves as these are distributable reserves. Also, the Companies Act 2006 now allows investment companies to pay dividends from realised profits.

Going concern

The Company's major cash flows are within the Company's control (namely investment additions and dividends) or are reasonably predictable (namely the operating expenses). The Company is able to forecast cash inflows comprising proceeds from investments to a reasonable degree. Having reviewed a cash flow forecast for the next 18 months, the Board has a reasonable expectation that the Company is able to continue in operational existence for a period of at least 12 months from the date of this report. The Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the accounts.

Future developments of the Company are discussed in detail in the business model and investment policy section of the Strategic Report on page 3.

Directors

The Directors of the Company during the year under review were David Pinckney, Richard Abbott and David Williams. Biographical information on the Directors is shown in the Directors' Information on page 29. The terms of the Directors' appointment and replacement are set out in the Corporate Governance Statement. In accordance with the Company's Articles of Association and the Financial Reporting Council's (FRC) UK Corporate Governance Code and the Listing Rules of the Financial Conduct Authority, David Williams will retire by rotation at the AGM and being eligible, will offer himself for re-election. David Pinckney will retire in accordance with the AIC Code, and being eligible, offers himself for re-election. As Mr Williams and Mr Pinckney have acted in the interests of the Company throughout the period of their appointment and demonstrated commitment to their role, the Board recommends they be reappointed at the AGM.

Share capital

Authorised share capital

At 28 February 2015, the Company had authorised share capital of £22,500,000 in total which was represented by 50 million ordinary shares of 25p, 20 million "C" shares of 25p each and 20 million "D" shares of 25p each being 56%, 22% and 22% of the Company's authorised share capital respectively.

Allotted, called and fully paid up shares

As at 28 February 2015, the Company had allotted, called and fully paid up shares in three share funds, of which 16,307,547 shares were ordinary shares of 25p each, 11,329,107 were "C" shares of 25p each and 1,990,767 were in "D" shares of 25p each. These shares represented 55%, 38% and 7% of the Company's issued share capital respectively. The Company holds 45,900 "C" shares in treasury, which were bought during the year.

Authority to allot

At the general meeting held on 18 December 2013 the Directors were authorised to allot relevant securities (in accordance with Section 551 of the Companies Act 2006) up to a maximum aggregate nominal amount of £5,000,000. Renewal of the authority to allot shares will be voted on at AGM of the Company to be held on 21 July 2015.

Disapplication of pre-emption rights

At the general meeting held on 18 December 2013 the Directors were empowered to allot equity securities for cash (further to the authority referred to above) without first offering such securities to existing shareholders in proportion to their shareholdings – such power being limited to the allotment of securities only in certain, defined circumstances. Renewal of the authority to disapply pre-emption rights will be voted on at the AGM to be held on 21 July 2015.

Authority to repurchase shares

At the AGM held on 29 July 2014 the Company renewed its authority to repurchase up to 14.99% of its own issued ordinary share capital and up to 14.99% of its own issued "C" share capital. At the general meeting held on 18 December 2013 the Company was authorised to repurchase up to 10% of the "D" shares in issue following the offer for "D" shares. Renewal of these authorities will be voted on at the AGM to be held on 21 July 2015.

Rights and restrictions attaching to shares and powers of the Board of Directors

As set out in the Company's Articles of Association, subject to the provisions of the Companies Act 2006 and to any special rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may decide. The business of the Company shall be managed by the Board of Directors which may exercise all the powers of the Company, subject to the provisions of the Companies Act 2006, the Memorandum of Association of the Company, the Company's Articles of Association and any special resolution of the Company. Copies of the Articles of Association can be obtained from Companies House in the UK or by writing to the Company Secretary.

"D" Share Offer

On 5 April 2014 and on 3 June 2014 the Company allotted 1,613,328 and 377,439 "D" Ordinary shares under a joint offer with Ventus 2 VCT plc. The joint offer closed following the allotment on 3 June 2014.

CREST

The Company's shares are available for trading in CREST, the settlement system for uncertified stocks and shares.

Substantial interests

As at 28 February 2015 and at the date of this report, the Company was aware of the following shareholders that held beneficial interests and voting rights exceeding 3% of the voting rights attached to the Company's share capital.

Shareholders	Percentage of shares held at 28 February 2015 and the date of this report
The Bank of New York Nominees Limited	4.67%
Luna Nominees Limited	3.16%

The Company is not aware of any other beneficial interest exceeding 3% of the voting rights attached to the Company's share capital.

Financial instruments

The Company's financial instruments comprise investments in unquoted companies and cash, trade and other receivables and trade and other payables. Further details, including details about risk management, are set out in note 16 of the Financial Statements.

Events after the year end

Significant events which have occurred after the year end are detailed in note 15 of the Financial Statements.

Global Greenhouse Gas Emissions

The Company has no direct greenhouse gas emissions to report from its operations, being an externally managed investment company. It is the specific purpose of the Company to invest in companies that develop and operate assets which generate energy from renewable sources. Through its investment policy, the Company is committed to mitigating the impact of climate change by contributing to the transition to a low carbon economy and a cleaner environment.

Accountability and Audit

The statement of directors' responsibilities is set out on page 30 of this report. The Directors who were in office on the date of approval of these Financial Statements have confirmed that, as far as they are aware, there is no relevant audit information of which the Auditor is unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the Auditor.

Auditor

A resolution to re-appoint BDO LLP as the Auditor of the Company will be proposed at the forthcoming AGM.

Details of the non-audit services provided to the Company by the Auditor, are set out in note 4 of the Financial Statements.

Annual General Meeting

Enclosed with this Annual Report and Financial Statements is the Notice of Annual General Meeting of the Company (or any adjournment thereof) to be convened for 21 July 2015 at 12 noon (the "Notice"). A copy of the Notice is set out at the end of this report. A Form of Proxy for use in connection with the AGM has been issued with this report.

The business of the meeting is outlined below:

Resolution 1 – Annual Report and Financial Statements

The Directors are required to present to the AGM the Annual Report and Financial Statements for the financial year ended 28 February 2015.

Resolution 2 – To declare a final dividend

The final dividend cannot exceed the amount recommended by the Directors and can only be paid after the members at a general meeting have approved it. The Directors recommend a final dividend of 3.50p per ordinary share to the holders of ordinary shares and 3.50p per "C" share to the holders of "C" shares, payable on 5 August 2015 to those shareholders registered at the close of business on 10 July 2015, which will bring the total dividend for the year to 6.50p per ordinary share and 6.50p per "C" share.

Resolution 3 – Directors' Remuneration Report

Under The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendments) Regulations 2013, the Company is required to produce a Directors' Remuneration Report for each relevant financial year and to seek shareholder approval for that report at the AGM.

Resolution 4 – Re-election of Director

Mr David Williams retires in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.

Resolution 5 – Re-election of Director

Mr David Pinckney retires in accordance with the AIC Code, and being eligible, offers himself for re-election.

Resolution 6 – Re-appointment of Auditor

This resolution proposes that BDO LLP be re-appointed as Auditor of the Company.

Resolution 7 – Remuneration of the Auditor

This resolution proposes that the Directors be authorised to set the Auditor's remuneration.

Resolution 8 – Purchase of shares by the Company

This resolution, which will be proposed as a special resolution, will, if passed, authorise the Company to purchase in the market up to 2,444,501 ordinary shares, 1,691,353 "C" shares and 298,415 "D" shares, representing 14.99% of the current issued share capital of each class, at a minimum price of 25p per share and a maximum price, exclusive of any expenses, for not more than an amount equal to the higher of (a) 105% of the average of the middle market prices shown in the quotations for a share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. This authority will be effective until the earlier of the date of the AGM of the Company to be held in 2016 and the date which is 18 months after the date on which this resolution is passed (unless the authority is previously revoked, varied or extended by the Company in general meeting). The Board believes that it is beneficial to the Company for it to continue to have the flexibility to purchase in the market its own shares. However, the Board considers it in the best interests of all shareholders if the Directors use their authority to make share buy-backs judiciously. This resolution seeks authority from the shareholders for the Company to be authorised to do so when considered appropriate by the Directors. This resolution would renew the authority granted to the Directors at the last AGM of the Company. The minimum and maximum prices to be paid for the shares are stated in the Notice. Repurchases of shares will be made at the discretion of the Board and will only be made in the market at prices below the prevailing net asset value ("NAV") per share as and when market conditions are appropriate. Any shares which are repurchased in this way may be cancelled or held as treasury shares, which may then be cancelled or sold for cash, as determined by the Board. The Directors consider that this authority is in the interests of shareholders as a whole, as the repurchase of shares at a discount to the underlying NAV enhances the NAV of the remaining shares. The Directors are aware that the secondary market for the shares of VCT companies can be illiquid and that shares may trade at a discount to their NAV. The Company has established special reserves out of which it may fund share buy-backs.

Resolution 9 – Authority to allot shares

If passed, this ordinary resolution gives the Directors the authority to issue shares in the capital of the

Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £6,250,000. This authority will expire on the conclusion of the AGM of the Company to be held in 2016 (unless renewed, varied or revoked by the Company in general meeting). As at the date of this document, the Directors are not intending to issue any shares.

Resolution 10 – Disapply pre-emption rights

If this special resolution is passed, the Directors will be empowered to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Companies Act) for cash pursuant to the authority given in resolution 9 above, as if Section 561(1) of the Act did not apply to such allotment, provided that the power given by this resolution shall expire on the conclusion of the AGM of the Company to be held in 2016 (unless renewed, varied or revoked by the Company in general meeting).

Action to be taken

Shareholders have been issued with a Form of Proxy for use in connection with the AGM. Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's Registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the AGM (excluding any time which is not part of a working day). Shareholders who have elected to receive correspondence by email are requested to complete the Form of Proxy online through the web proxy voting portal on the Capita Registrars website. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the AGM in person should they subsequently decide to do so.

Recommendation

The Directors believe that all of the resolutions are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares.

By order of the Board

The City Partnership (UK) Limited
Secretary

28 May 2015

Statement by the Chairman

This Directors' Remuneration Report has been prepared by the Directors in accordance with the requirements of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. This Directors' Remuneration Report includes the Directors' Remuneration Policy Report and the Directors' Annual Report on Remuneration. Changes in legislation, which became effective in the first financial year beginning on or after 1 October 2013, require that quoted companies may only pay remuneration to Directors in accordance with a remuneration policy which has been approved by shareholders.

Details of the Company's Directors' Remuneration Policy are shown below together with an explanation of changes made to fees during the year and the reason for the changes.

Under the Companies Act 2006, certain disclosures provided in this report are required to be audited. Where disclosures have been audited they have been indicated as such.

Directors' Remuneration Policy Report

The Board comprises three Directors, all of whom are non-executive. The Board does not have a separate Remuneration Committee as the Company has no employees, other than the non-executive Directors.

The Board considers that Directors' fees should reflect the time commitment required and the high level of responsibility borne by Directors and should be broadly comparable to those paid by similar companies. It is not considered appropriate that Directors' remuneration should be performance-related, and none of the Directors are eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their services as non-executive Directors of the Company. The Board considers that the level of remuneration should be sufficient to attract and retain Directors of appropriate experience to oversee the Company and should be adjusted, appropriately, for the level of work and responsibility required as well as for inflation.

The total remuneration of non-executive Directors should not exceed the £100,000 per annum limit set out in the Articles of Association of the Company which may not be changed without seeking shareholder approval at a general meeting.

No Director has a contract of service with the Company. All of the Directors have been provided with letters of appointment. The Articles of Association provide that Directors shall retire and offer themselves for re-election at the first AGM after their appointment and at least every three years thereafter. A Director's appointment will continue unless terminated by the Company by giving three months' written notice. A Director's appointment may also be terminated in certain other circumstances.

The date of appointment of each Director and the AGM at which he is expected to next stand for re-election is set out below:

	Date of appointment	Due date for re-election
David Pinckney (Chairman)	8 October 2004	AGM 2015
David Williams	13 July 2010	AGM 2015
Richard Abbott	1 September 2011	AGM 2017

Based on the current level of fees, which came into effect on 1 September 2013, the Directors' remuneration for the forthcoming financial year would be as follows:

Year ending	28 February 2016 £
David Pinckney (Chairman)	30,000
David Williams	25,000
Richard Abbott	25,000
Total	80,000

It is intended that the Directors' Remuneration Policy should remain in place until 28 February 2017. However, the Board will consider the level of Directors' fees at least annually. Any changes to be made to Directors' remuneration during this period will be made in accordance with the policy stated above. Directors' remuneration must be made in accordance with the approved policy unless approved by a separate shareholder resolution.

Directors' Annual Report on Remuneration

During the financial year ended 28 February 2015, having considered:

> the additional responsibilities and workload placed on them due to regulatory changes;

> the additional time being spent with internal and external Auditors to ensure proper controls are in place; and

> that until 1 September 2013 there has been no change in fees since the inception of the Company, except in 2010 when the Ventus Funds' boards were reorganised, and individual Directors took a cut in overall fees earned from the Ventus Funds in order to maintain aggregate fees for the Company at the same level

the Board resolved that is was appropriate to maintain the Directors' fees at the same level as that which was effective from 1 September 2013.

Directors' fees (audited information)

The following fees were paid to individual Directors in respect of the year ended 28 February 2015. The fees were paid in accordance with the Directors' Remuneration Policy. Comparative figures for the year ended 28 February 2014 are also presented.

	Year ended 28 February 2015 £	Year ended 28 February 2014 £
David Pinckney (Chairman)	30,000	27,500
David Williams	25,000	22,500
Richard Abbott	25,000	22,500
Total	80,000	72,500

None of the Directors received any other remuneration during the year.

The table below shows aggregate Directors' remuneration, aggregate shareholder dividends paid and aggregate amounts paid to buy back the Company's own shares in the current and prior financial years:

	Year ended 28 February 2015 £	Year ended 28 February 2014 £	% Change
Aggregate Directors' remuneration	80,000	72,500	10.3%
Aggregate shareholder dividends paid	1,519,000	1,303,000	16.6%
Aggregate amounts paid to buy back the Company's own shares	45,000	-	n/a

Directors' Shareholding (audited information)

The Directors who held office during the year held the following interests in the Company:

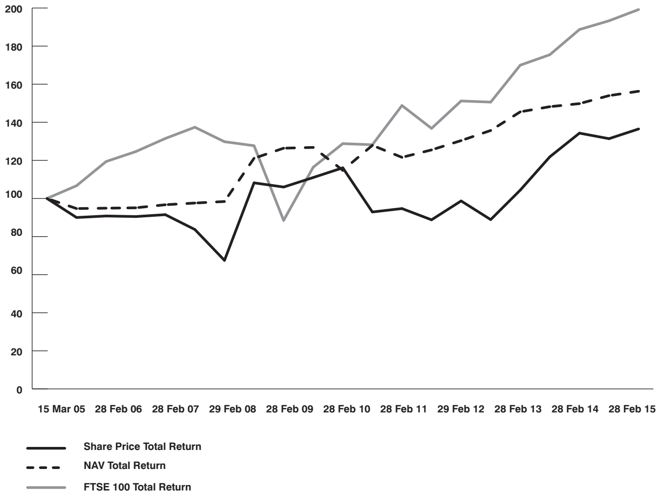
	As at 28-Feb 2015 £ Ordinary shares	As at 28-Feb 2015 £ "C" shares	As at 28-Feb 2015 £ "D" shares	As at 28-Feb 2014 £ Ordinary shares	As at 28-Feb 2014 £ "C" shares
David Pinckney (Chairman)	10,104	2,600	nil	10,104	2,600
David Williams	nil	nil	25,000	nil	nil
Richard Abbott	30,000	nil	nil	30,000	nil

There have been no changes in the beneficial interests of the Directors between 28 February 2015 and the date of this report.

Company performance

Due to the positioning of the Company in the market as a specialist VCT investing in companies that develop, construct and operate small on-shore UK renewable energy projects, the Directors consider that, currently, there is no suitable company or index that can be identified for comparison. However in order to comply with the Directors' Remuneration Report Regulations 2013, the FTSE 100 Index has been used as a comparative.

Total shareholder return on ordinary shares



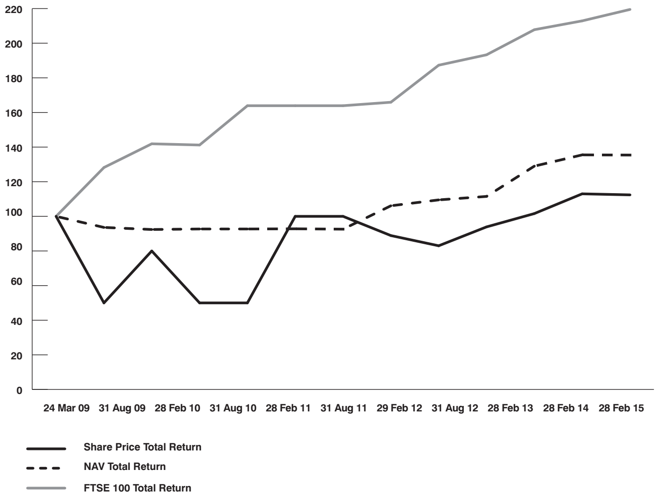
The graph demonstrates the change in value, in terms of Share Price Total Return[1] and NAV Total Return[2], based on £100 invested in ordinary shares on the date they were first listed on the London Stock Exchange (15 March 2005) over the period to 28 February 2015 compared with the total return attributable to £100 invested in companies comprising the FTSE 100 Index over the same period. The graph shows that there has been a net increase in shareholder return based on NAV during the year, which is representative of the dividends paid net of a reduction in the overall value of the portfolio resulting from capital disposals. The graph also demonstrates the discount to NAV of the share price of the ordinary shares as the total shareholder return based on share price is lower than that based on NAV.

The ordinary share fund's Share Price Total Return and NAV Total Return presented in the graph do not include the effect of VCT tax relief or income tax and capital gains tax exemptions from which VCT shareholders may benefit. Assuming an investor had benefitted from the initial income tax relief of 40% which was available to investors in the tax years in which the initial offer for ordinary shares was made, the Share Price Total Return of the ordinary share fund would be 228%. This analysis, also, does not include the effect of the additional benefits of income tax-free dividends or capital gains tax exemptions which are available to VCT investors nor does it include the tax benefits received by shareholders who participated in the linked tender offer and ordinary share offer in 2012.

1 Share Price Total Return is the return attributable to the share price of the ordinary shares held assuming that dividends paid in respect of those shares were immediately reinvested in shares at the market price as at the date the dividends were paid.

2 NAV Total Return is the net asset value of the ordinary shares held plus the cumulative dividends paid to those shares over the period in which they were held.

Total shareholder return on "C" shares



The graph demonstrates the change in value, in terms of Share Price Total Return[1] and NAV Total Return[2], based on £100 invested in "C" shares on the date they were first listed on the London Stock Exchange (24 March 2009) over the period to 28 February 2015 compared with the total return attributable to £100 invested in companies comprising the FTSE 100 Index over the same period.

The graph shows that there has been a net increase in shareholder return based on NAV during the year, which is representative of the net upward revaluation of investments as detailed in the Investment Managers Report and dividends paid. The graph also demonstrates the discount to NAV of the share price of the "C" shares as the total shareholder return based on share price is lower than that based on NAV.

The "C" share fund's Share Price Total Return and NAV Total Return presented in the graph do not include the effect of VCT tax relief or income tax and capital gains tax exemptions from which VCT shareholders may benefit. Assuming an investor had benefitted from the initial income tax relief of 30% which was available to investors in the tax years in which the initial offer for "C" shares was made, the Share Price Total Return of the "C" share fund would be 161%. This analysis, also, does not include the effect of the additional benefits of income tax-free dividends or capital gains tax exemptions which are available to VCT investors.

1 Share Price Total Return is the return attributable to the share price of the "C" shares held assuming that dividends paid in respect of those shares were immediately reinvested in shares at the market price as at the date the dividends were paid.

2 NAV Total Return is the net asset value of the "C" shares held plus the cumulative dividends paid to those shares over the period in which they were held.

Voting on the Directors' Remuneration Report at the AGM

At the last AGM held on 29 July 2014, the shareholders approved the Directors' Remuneration Report in respect of the year ended 28 February 2014. Votes representing 1,156,838 shares (90.47%) were in favour of the resolution, votes representing 63,584 shares (4.97%) were against, and votes representing 58,261 shares (4.56%) were withheld.

An ordinary resolution to approve this Directors' Remuneration Report will be proposed at the forthcoming AGM.

On behalf of the Board

David Pinckney
Chairman

28 May 2015

The Board of Ventus VCT plc has considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code (the "Code"), as well as setting out additional principles and recommendations on issues that are of specific relevance to member companies of the AIC.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the Code), will provide better information to shareholders. The Company has complied with the recommendations of the AIC Code and the relevant provisions of the Code, except as set out below.

The Code includes provisions relating to:

> the role of the chief executive
> executive directors' remuneration
> nomination and remuneration committees.

For the reasons set out in the AIC Guide, and as explained in the Code, the Board considers these provisions are not relevant to the position of the Company, being an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

In addition to the provisions above, the Directors acknowledge that the Company does not comply with the AIC Code in its recommendation that the chairman of a company may not chair the Audit Committee. However, the Board considers that, in view of his extensive international auditing experience, it is appropriate and in the interests of shareholders that David Pinckney, as Chairman of the Company, should also chair the Audit Committee. Also, the Company does not comply with the AIC Code in its recommendation that the Board appoints a senior independent director. However, the Board considers that as the directors are few in number the Company does not require a senior independent director.

Board of Directors

For the year ended 28 February 2015 the Board consisted of three Directors, all of whom are non-executive. The Board ensures that it has the appropriate balance of skills, experience, length of service and knowledge of the Company amongst its Directors. Biographical information on the Directors is shown in the Directors' Information on page 29.

Independence

The Board has reviewed the independence of each Director and of the Board as a whole. Directors withdrew from discussions concerning their individual status. No Directors of the Company are directors of another company managed by the Investment Manager. The Board believes that each Director has demonstrated that he is independent in character and judgement and independent of the Investment Manager and therefore, that David Pinckney, David Williams and Rick Abbott are each considered independent. The Board is of the view that length of service will not necessarily compromise the independence or effectiveness of Directors where continuity and experience can be of significant benefit to the Company and its shareholders. However, in accordance with the AIC Code any Director who has served for more than nine years will stand for re-election annually therefore a resolution to re-elect David Pinckney is included in the Notice of Annual General Meeting.

Directors' responsibilities

The Board meets at least quarterly and is in regular contact with the Investment Manager between these meetings. The Directors also held two strategy meetings with the Investment Manager during the year. The number of meetings of the Board and the Audit Committee held during the year and the attendance of the Directors is shown in the table below:

	Board Meetings Held	Board Meetings Attended	Audit Committee Meetings Held	Audit Committee Meetings Attended
David Pinckney (Chairman)	4	4	3	3
Richard Abbott	4	4	3	3
David Williams	4	3	3	2

All the Directors are equally responsible under the law for the proper conduct of the Company's affairs. In addition, the Directors are responsible for ensuring that the policies and operations are in the best interests of all the Company's shareholders and that the best interests of creditors and suppliers to the Company are properly considered. The Board has a formal schedule of matters specifically reserved to it for decision, to ensure that it has firm direction and control of the Company. The schedule of matters reserved to it includes the general investment strategy of the Company and the performance of the Company.

All Directors have direct access to the Company Secretary and independent advisers at the Company's expense provided prior clearance has been obtained from the Board. The Company Secretary is responsible to the Board for ensuring that Board and Committee procedures are followed and for compliance with applicable statutory rules and regulations and for ensuring the timely delivery of information.

When Directors have concerns that cannot be resolved about the running of the Company or a proposed action, they are asked to ensure that their concerns are recorded in the Board minutes. On resignation, a Director who has any such concerns is encouraged to provide a written statement to the Chairman, for circulation to the Board.

The terms and conditions of appointment of non-executive Directors are available upon written application to the Company Secretary. Directors appointed by the Board to fill a vacancy are required to submit to election at the next annual general meeting by separate resolution. The Company may by ordinary resolution appoint any person who is willing to act as a Director, either to fill a vacancy or as an additional Director. Upon joining the Board, new Directors will receive a full, formal and tailored induction. As the Company has no major shareholders, it is considered unnecessary to provide shareholders with the opportunity to meet new non-executive Directors at a specific meeting other than the AGM. At each AGM of the Company one third of the Directors shall retire from office and, being eligible, be proposed for re-election. The Directors to retire will be those who have been longest in office or, in the case of those who were appointed or re- appointed on the same day, will be (unless they otherwise agree) determined by lot. The Company may by ordinary resolution remove any Director before his period of office has expired. In accordance with the AIC Code, David Pinckney stands for re-election, as a non-executive Director serving more than nine years should be subject to annual re-election.

The Company has in place directors' and officers' liability insurance.

The performance of the Board, Audit Committee and individual Directors has been evaluated through an assessment process led by the Chairman. The assessment process included consideration of performance monitoring and evaluation, strategy and corporate issues, shareholder value and communications and governance.

Report from the Audit Committee

The Audit Committee comprises David Pinckney, David Williams and Richard Abbott. Due to his extensive international auditing experience (detailed in the Directors' Information on page 29), it is deemed appropriate that David Pinckney is Chairman of both the Audit Committee and the Board of the Company. The Committee meets at least twice a year to review the audit plan and the Annual and Half-yearly Financial Statements before submission to the Board. The roles and responsibilities of the Audit Committee, including reviewing the Company's internal controls, risk management systems and monitoring Auditor independence, are set out in written terms of reference and are available on the Company's website www.ventusvct.com and are also available upon written application to the Company Secretary. The Audit Committee has primary responsibility for making recommendations on the appointment, reappointment and removal of the external Auditor.

The Audit Committee met three times this year and the Audit Committee Chairman also held private discussions with the external Auditor without the Investment Manager present. After each meeting, the Chairman reports to the Board on the matters discussed, on recommendations and actions to be taken.

During the year ended 28 February 2015 the Audit Committee discharged its responsibilities by:

> reviewing all financial statements released by the Company (including the annual and half-yearly report);
> reviewing the Company's accounting policies;
> monitoring the effectiveness of the system of internal controls and risk management. No significant weaknesses were identified in the year under review;
> approving the external Auditor's plan and fees;
> receiving a report from the external Auditors following their detailed audit work, and discussing key issues arising from that work;
> reviewing its' own terms of reference; and
> reviewing the internal audit plan and the recommendations from the internal Auditors.

The key areas of risk identified by the Audit Committee in relation to the business activities and financial statements of the Company are:

> compliance with HM Revenue & Customs to maintain the Company's VCT status;
> valuation of unquoted investments;
> recoverability of the deferred consideration in respect of Craig Wind Farm Limited; and
> revenue recognition and recoverability.

These matters are monitored regularly by the Investment Manager, and reviewed by the Board at every Board meeting. They were also discussed with the Investment Manager and the Auditor at the Audit Committee meeting held to discuss the annual financial statements.

The Audit Committee concluded:

VCT Status – the Investment Manager confirmed to the Audit Committee that the conditions for maintaining the Company's status had been complied with throughout the year. The Investment Manager, typically, obtains pre-approval from HM Revenue & Customs for each qualifying investment. New investments and the Company's VCT status is also reviewed by the Company's tax adviser, Robertson Hare LLP (previously PricewaterhouseCoopers LLP).

Valuation of unquoted investments – the Investment Manager confirmed to the Audit Committee that the basis of valuation for unquoted investments was consistent with the prior year and in accordance with published industry guidelines, taking account of the latest available information about investee companies and current market data. A comprehensive report on the valuation of investments is presented and discussed at every Board meeting; Directors are also consulted about material changes to those valuations between Board meetings.

Recoverability of the deferred consideration in respect of Craig Wind Farm Limited – the Audit

Committee is satisfied that the deferred consideration in respect of the sale of Craig Wind Farm is recoverable and the Company has adequate security over the amount receivable.

Revenue recognition and recoverability – the Audit Committee considered the revenue recognised during the year and the revenue receivable by the Company at the year end and is satisfied that they are appropriately accounted for.

The Investment Manager and the Auditor confirmed to the Audit Committee that they were not aware of any unadjusted material misstatements. Having reviewed the reports received from the Investment Manager and the Auditor, the Audit Committee is satisfied that the key areas of risk and judgement have been properly addressed in the financial statements and that the significant assumptions used in determining the value of assets and liabilities have been properly appraised and are sufficiently robust.

The Audit Committee has managed the relationship with the external Auditor and assessed the effectiveness of the audit process. When assessing the effectiveness of the process for the year under review the Audit Committee considered the Auditor's technical knowledge and it has a clear understanding of the business of the Company; that the audit team is appropriately resourced; that the Auditor provided a clear explanation of the scope and strategy of the audit and that the Auditor maintained independence and objectivity. As part of the review of Auditor effectiveness and independence, BDO LLP ("BDO") has confirmed that it is independent of the Company and has complied with professional accounting standards. BDO and prior to their merger, PKF (UK) LLP has held office as Auditor for six years and in accordance with professional guidelines the engagement partner is rotated after at most five years. The current partner started working with the Company in the previous financial year.

The appointment of BDO as the Company's Auditor was approved by shareholders at the AGM held on 29 July 2014. Following the review as noted above the Audit Committee is satisfied with the performance of BDO and recommends the services of BDO to the shareholders in view of both that performance and the firm's extensive experience in auditing VCTs. A resolution to re-appoint BDO as Auditor to the Company will be proposed at the forthcoming AGM.

The Audit Committee reviews the nature and extent of non-audit services provided by the Company's external Auditor and ensures that the Auditor's independence and objectivity is safeguarded. During the year under review, the Company's external Auditor provided tax compliance services, iXBRL tagging services and a review of the Half-Yearly Report. The Board believes that the appointment of BDO to supply these services was in the interests of the Company due to their knowledge of the Company and the VCT sector. BDO was, therefore, in a position to provide a greater efficiency of service compared to other potential providers of these services. The Board is satisfied that the fees charged and work undertaken did not affect BDO's objectivity as the proportion of the fees earned from the Company for other services was relatively small in relation to the audit fees. Also, the tax services were provided by a separate team and did not involve undertaking any internal review or management role nor did these services create any self-review conflict over the preparation of the information reported in the accounts.

Nomination and Remuneration Committees

To date, no Nomination or Remuneration Committees have been established. The establishment of a Nomination Committee is not considered necessary as the appointment of new Directors and recommendations for the re-election of Directors are matters considered by the Board. Where an investment company has no executive directors, the Code principles relating to directors' remuneration do not apply and as such no Remuneration Committee has been appointed. Matters relating to remuneration of Directors, all of whom are non-executive, are considered by the Board and any Director is excluded from meetings whose purpose is the setting of his own remuneration.

The Board has considered the recommendations of the Code concerning gender diversity and welcomes initiatives aimed at increasing diversity generally. The Board believes, however, that all appointments should be made on merit rather than positive discrimination. The policy of the Board is that maintaining an appropriate balance round the board table through a diverse mix of skills, experience, knowledge and background is of paramount importance and background is a significant element of this. The Board therefore does not consider it appropriate to set diversity targets.

Any search for new candidates is conducted, and appointments made, on merit, against objective selection criteria having due regard, amongst other things, to the benefits of diversity on the Board, including gender. When recommending new appointments to the Board the Directors draw on their extensive business experience and range of contacts to identify suitable candidates, the use of formal advertisements and external consultants is not considered cost effective given the Company's size.

Internal control

The Directors acknowledge their responsibility for the Company's risk management and systems of internal control and for reviewing their effectiveness. Internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Company, which accords with the Turnbull guidance which has been in place for the year under review and up to the date of approval of the accounts. The Board has delegated, contractually to third parties, the investment management, the custodial services (which include safeguarding the Company's assets), the day-to-day accounting, company secretarial and administration requirements and the registration services. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of services offered.

In April 2012, the Company appointed Roffe Swayne, an independent external party, to undertake an internal audit programme to review the processes and procedures in place at the Investment Manager. Roffe Swayne have agreed a three year internal audit plan in consultation with the Investment Manager and the Directors based on risks and control objectives identified jointly. Roffe Swayne tests the satisfactory operation of internal controls for the Company and reports to the Audit Committee twice yearly. The controls on which Roffe Swayne is focusing are portfolio management, asset management, execution of investment and divestment decisions and back office operations. Roffe Swayne has reported to the Audit Committee that key controls tested in the current year are predominantly effectively and efficiently designed and operate to mitigate the risk associated with them. The Board will continue to monitor and review the risk management process on a regular basis.

The Company has a clearly defined investment policy and process. Investment decisions are made by the Investment Manager after approval has been received from the Investment Committee of the Investment Manager. In certain circumstances investment decisions are referred to the Board for approval after due consideration of the recommendations of the Investment Committee of the Investment Manager. The Board performs regular reviews of the Company's performance in respect of the investments and other assets, liabilities, revenue and expenditure.

The Audit Committee reviews each of the Company's Half-yearly and Annual Reports and associated announcements. The Audit Committee regularly reviews management accounts information to make comparisons to budget. The Audit Committee also regularly reviews the internal controls adopted and implements appropriate policies to deal with operational risks. The findings of the external Auditor in respect of internal controls and financial reporting are discussed at Audit Committee meetings and appropriate recommendations are made to the Board.

The principal features of the internal control systems which the Investment Manager has in place in respect of the Company's financial reporting include:

- authorisation limits over expenditure incurred by the Company;
- segregation of duties between the analysis of investment valuations, review of the assumptions made in valuing investments and the recording of these valuations in the accounting records;
- bank reconciliations, carried out on a regular basis; and
- review by the Audit Committee of financial information prior to its publication.

Performance of the Investment Manager

The primary focus of regular Board meetings is to review the investment performance against the Company's stated investment policy and objectives. In doing so, the Board assesses the performance of the Investment Manager and considers whether the arrangements made between the Company and the Investment Manager are appropriate and in the interests of shareholders. The Board completed a formal assessment of the performance of the Investment Manager and in the opinion of the Directors, the continuing appointment of Temporis Capital LLP as the Investment Manager, on the terms agreed, is in the interests of the shareholders. The Directors are satisfied that the Investment Manager will continue to manage the Company's investment programme in a way which will enable the Company to achieve its objectives.

Share Capital

The Company has three classes of shares, ordinary, "C" and "D" shares, which carry no right to fixed income. Details of the Company's share capital, including the number of shares authorised and allotted, are set out in the Directors' Report. In accordance with the Company's Articles of Association, subject to the provisions of the Companies Act 2006 and to any special rights conferred on the holders of any other shares, any shares may be issued with or have attached to them such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may decide. The powers of the Company's Directors in relation to the Company issuing or buying back its own shares are set out in the Directors' Report.

Voting

At a general meeting of the Company, on a show of hands, every member who is present in person and entitled to vote shall have one vote and on a poll every member who is present in person or by proxy and entitled to vote shall have one vote for every share held.

Dividends

Any profits of each share fund which the Company may determine to distribute in respect of any financial year shall be distributed among the shareholders pro rata according to the amounts paid up or credited as paid up on the shares held.

Capital entitlement

The capital and assets of the Company on a winding-up or other return of capital shall be applied in repaying to the shareholders the amounts paid up or credited as paid up on such shares and subject thereto shall belong to and be distributed according to the number of such shares held.

Major interests in the Company's shares

The identity of each of the shareholders with a significant holding as at the year end and the date of this report, including details of the size and nature of their holding, is disclosed in the Substantial Interests section of the Directors' Report. As at the year end and date of this report the Company had no immediate or ultimate controlling parties and there were no shares in issue carrying special rights with regard to control of the Company.

Articles of Association

The Company may by special resolution make amendment to the Company's Articles of Association.

Relations with shareholders

The Company communicates with shareholders and solicits their views where it is appropriate to do so. All shareholders are welcome at the AGM, which provides a forum for shareholders to ask questions of the Directors and to discuss with them issues affecting the Company. The Board is also happy to respond to any written queries made by shareholders during the course of the year. Shareholders may write to the Board of Ventus VCT plc at the following address: c/o The City Partnership (UK) Limited, Thistle House, 21 Thistle Street, Edinburgh, EH2 1DF.

The Board as a whole approves the Chairman's Statement which forms part of the Annual and Half-yearly Reports to shareholders in order to ensure that they present a balanced and understandable assessment of the Company's position and future prospects. The Board confirms that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide information necessary for shareholders to assess the Company's performance, business model and strategy. Notice of the AGM accompanies this Annual Report, which is sent to shareholders a minimum of 20 working days before the meeting.

A separate resolution is proposed at the AGM on each substantially separate issue. The Registrar collates the proxy votes and the results (together with the proxy forms) are forwarded to the Company Secretary immediately prior to the AGM. In order to comply with the Code, proxy votes are announced at the AGM, following each vote on a show of hands, except in the event of a poll being called. The notice of the next AGM can be found at the end of these Financial Statements. A proxy form in respect of this meeting has been issued to shareholders separately.

For and on behalf of the Board

David Pinckney
Chairman

28 May 2015

The Company's Board comprises three Directors, all of whom are independent of the Investment Manager. The Directors operate in a non-executive capacity and are responsible for overseeing the investment strategy of the Company. The Directors have wide experience of investment in both smaller growing companies and larger quoted companies. Information about the current Directors is set out below.

David Pinckney - Chairman of the Company and Audit Committee

David Pinckney was, from 1998 until December 2003, first chief operating officer for the Far East and then Vice Chairman of AXA Investment Managers SA, the investment management arm of the AXA Group with over US$500 billion under management. He was a member of the Executive and Audit Committees. From 1987 to 1997, he was Group Finance Director and Joint Managing Director of The Thornton Group (a subsidiary of Dresdner Bank), which specialised in equity investment management, in particular in the Asia/Pacific region. From 1984 to 1986, he was Managing Director of Wrightson Wood Financial Services Limited, a company specialising in international corporate finance and venture capital. From 1963 to 1983, he was with Peat, Marwick Mitchell (now KPMG), where, in his last six years, he was Senior Audit Partner for France and French speaking Africa. He was non-executive Chairman of Park Row Group PLC from 2002 to 2003, when the Group was successfully sold. He retired as a Director of Albion Development VCT PLC in 2013. He was Chairman of DP Property Europe Limited (formerly Rutley European Property Limited) until July 2010 and was Chairman of Syndicate Asset Management PLC until 31 March 2010. He is a Chartered Accountant and an ''Expert Comptable'' (a French Accountant). He has been a member of the Board since October 2004.

David Williams - Director

David Williams is a graduate Chartered Electrical Engineer who also holds qualifications in Management, Accountancy and Finance. He has been involved in renewable energy for 20 years. Following 19 years with utility company SWALEC, he started Energy Power Resources Limited (EPRL) in 1996 and shortly afterwards undertook a £25 million private placement, the UK's largest private placement in renewable energy, which enabled the company to generate over 100MW of base load capacity. David Williams was Chief Executive of EPRL until February 2002. He co-founded Eco2 in November 2002 and led negotiations on a £100 million funding deal with Good Energies Investments Limited and Bank of Tokyo Mitsubishi UFJ to build a wind farm in Scotland, Wales' first commercial scale biomass project and a number of other wind farm projects. He now leads an ambitious business plan to develop over £1 billion of biomass projects throughout Europe. David Williams was a member of the British government's Renewables Advisory Board and was previously an Independent Grant Assessor for the DTI. He has also been a member of the DEFRA Biomass Implementation Advisory Group and is a member of the Welsh Government's Energy and Environment Panel. He has been a member of the Board since July 2010.

Richard Abbott - Director

Richard Abbott has had a successful career in investment banking having held senior positions at Morgan Grenfell, Deutsche Bank, and ABN-AMRO. He left investment banking 12 years ago since then he has concentrated on building businesses in private equity, real estate and in the financial sector, also holding various non-executive directorships. He has been a member of the Board since September 2011.

Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under Company law the Directors are required to prepare the Financial Statements and have elected to prepare the Company Financial Statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the company for that period.

In preparing these Financial Statements, the Directors are required to:

> select suitable accounting policies and then apply them consistently;

> make judgements and accounting estimates that are reasonable and prudent;

> state whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the Financial Statements; and

> prepare a strategic report, Director's report and Director's remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

> The Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and

> The Annual Report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description or the principal risks and uncertainties that they face.

The names and functions of all the Directors are stated in the Directors' Information on page 29.

For and on behalf of the Board

David Pinckney
Chairman

28 May 2015

DIRECTORS' AND ADVISERS

Directors
David Pinckney
Richard Abbott
David Williams

Investment Manager and Registered Office
Temporis Capital LLP
Berger House
36 - 38 Berkeley Square
London
W1J 5AE

Company Secretary
The City Partnership (UK) Limited
Thistle House
21 Thistle Street
Edinburgh
EH2 1DF

Principal Banker
Barclays Bank plc
1 Churchill Place
London
E14 5HP

Auditor
BDO LLP
55 Baker Street
London
W1U 7EU

Solicitors
Howard Kennedy LLP
No.1 London Bridge
London
SE1 9BG

VCT Taxation Adviser
Robertson Hare LLP
Suite C- First Floor
4-6 Staple Inn
London
WC1V 7QH

Broker
Panmure Gordon (UK) Limited
One New Change
London
EC4M 9AF

Registrars
Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Our opinion on the Financial Statements

In our opinion the Ventus VCT plc Financial Statements for the year ended 28 February 2015, which have been prepared by the Directors in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union:

> give a true and fair view of the state of the Company's affairs as at 28 February 2015 and of its profit for the year then ended;
> the Financial Statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
> the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

What our opinion covers

Our audit opinion on the Financial Statements covers the:

> statement of comprehensive income;
> statement of financial position;
> statement of changes in equity;
> statement of cash flows; and,
> related notes

Respective responsibilities of Directors and Auditor

As explained more fully in the report of the Directors, the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the FRC's Ethical Standards for Auditors.

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's (FRC) website at www.frc.org.uk/auditscopeukprivate

Our approach

Our audit approach was developed by obtaining an understanding of the Company's activities, the key functions undertaken on behalf of the Board by the Investment Manager and Administrator and, the overall control environment. Based on this understanding we assessed those aspects of the Company's transactions and balances which were most likely to give rise to a material misstatement. Below are those risks which we considered to have the greatest impact on our audit strategy and our audit response:

Risk area	Audit response
Valuation of investments: Valuation of investments is a key accounting estimate where there is an inherent risk of management override arising from the investment valuations being prepared by the Investment Manager, who is remunerated based on the net asset value of the Company.	The valuations are prepared in accordance with the International Private Equity and Venture Capital Valuation Guidelines. The majority of investments are valued using an appropriately tailored discounted cashflow model. For a sample of such investments held, our audit procedures included: > reviewing and challenging the assumptions inherent in the discounted cashflow model by comparison to current operational and appropriate benchmark data; > assessing the appropriateness of the discount rates applied in the model with reference to recent market data for comparable assets; > testing the integrity of each model by using computer assisted audit techniques; and > assessing the appropriateness of the discount rates applied in the model with reference to recent market data for comparable assets; and > assessing the impact of estimation uncertainty concerning these assumptions and the completeness of associated disclosures in the Financial Statements; For the remaining investments cost reviewed for impairment is typically used as an approximation of fair value. For a sample of these investments we considered the appropriateness of this methodology by considering the proximity of the acquisition to the year end, if appropriate, or the operational performance of the investee company. Where such investments were loans, we also considered wider economic and commercial factors that, in our judgement, could impact on the recoverability and valuation of those loans.

Risk area	Audit response
Revenue recognition: Revenue consists of loan stock interest, dividends receivable from investee companies and interest earned cash balances. Revenue recognition is a presumed risk under International Standards on Auditing (UK & Ireland).	> we assessed the design and the implementation of the controls relating to revenue recognition and we developed expectations for interest income receivable based on loan instruments and investigated any variations in amounts recognised to ensure they were valid. > we considered whether the accounting policy had been applied correctly by management in determining provisions against income where recovery is considered doubtful, considering management information relevant to the ability of the investee company to service the loan and the reasons for any arrears of loan interest. > we also reviewed the recognition and classification of any accrued income, considering the appropriateness of the classification of income between revenue and capital in the Income Statement. > we also tested dividends receivable to cash received, as well as to supporting documentation and management accounts of the investee companies.
Recoverability of deferred consideration: The Company measures deferred consideration arising from the sale of investments at amortised cost and the recoverability of this asset is largely dependent on events outside of the control of the Company. As a consequence there is a risk the value of deferred consideration could be misstated.	We challenged the assumptions used by the Investment Manager to evaluate the carrying value and recoverability of deferred consideration. In particular we had regard to independent evidence to support the financing situation of the counterparty and considered the adequacy of disclosures in the Financial Statements.

The Audit Committee's consideration of their key issues is set out on pages 25 to 26.

Materiality in context

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. For planning, we consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the Financial Statements. Importantly, misstatements below this level will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the Financial Statements. The application of these key considerations gives rise to two levels of materiality, the quantum and purpose of which are tabulated below.

Material measure	Purpose	Key considerations and benchmarks	Quantum (£)
Financial statement materiality	Assessing whether the Financial Statements as a whole present a true and fair view	> The value of net assets > The level of judgement inherent in the valuation > The range of reasonable alternative valuation	585,000
Specific materiality – classes of transactions and balances which impact on net realised returns	Assessing those classes of transactions, balances or disclosures for which misstatements of lesser amounts than materiality for the Financial Statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.	> Level of gross expenditure	125,000

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £7,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

> the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006;

> the information given in the Strategic Report and the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and

> the information given in the Corporate Governance Statement set out on pages 26 to 27 of the annual report with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures is consistent with the Financial Statements.

Matters on which we are required to report by exception

Under the ISAs (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

> materially inconsistent with the information in the audited Financial Statements; or

> apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Company acquired in the course of performing our audit; or

> is otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the Directors' statement that they consider the annual report is fair, balanced and understandable and whether the annual report appropriately discloses those matters that we communicated to the Audit Committee which we consider should have been disclosed.

Under the Companies Act 2006 we are required to report to you if, in our opinion:

> adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

> the financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or

> certain disclosures of Directors' remuneration specified by law are not made; or

> we have not received all the information and explanations we require for our audit; or

> a Corporate Governance Statement has not been prepared by the Company.

Under the Listing Rules we are required to review:

> the Directors' statement, set out on page 17, in relation to going concern; and

> the part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

We have nothing to report in respect of these matters.

Rhodri Whitlock
(senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

28 May 2015

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2015

		Ordinary Shares			"C" Shares			"D" Shares			Total		
	Note	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Realised gains on investments	9	-	150	150	-	-	-	-	-	-	-	150	150
Net unrealised gain on investments	9		548	548	-	474	474	-	-	-	-	1,022	1,022
Income	2	1,100	-	1,100	694	-	694	2	-	2	1,796	-	1,796
Investment management fees	3	(124)	(371)	(495)	(84)	(252)	(336)	(11)	(33)	(44)	(219)	(656)	(875)
Other expenses	4	(209)	(6)	(215)	(115)	(9)	(124)	(18)	-	(18)	(342)	(15)	(357)
Profit/(loss) before taxation		767	321	1,088	495	213	708	(27)	(33)	(60)	1,235	501	1,736
Taxation	6	4	(30)	(26)	(27)	29	2	6	(6)	-	(17)	(7)	(24)
Profit/(loss) and total comprehensive income for the year attributable to shareholders		771	291	1,062	468	242	710	(21)	(39)	(60)	1,218	494	1,712
Return per share:													
Basic and diluted return per share (p)	8	**4.73**	**1.79**	**6.52**	**4.14**	**2.14**	**6.28**	**(1.25)**	**(2.23)**	**(3.48)**			

The Company has only one class of business and derives its income from investments made in the UK.

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2009 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2014

		Ordinary Shares			"C" Shares			Total		
	Note	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Realised loss on investments	9	-	(67)	(67)	-	(281)	(281)	-	(348)	(348)
Net unrealised gains on investments	9	-	680	680	-	2,151	2,151	-	2,831	2,831
Income	2	745	-	745	764	-	764	1,509	-	1,509
Investment management fees	3	(124)	(372)	(496)	(75)	(225)	(300)	(199)	(597)	(796)
Other expenses	4	(187)	(4)	(191)	(124)	-	(124)	(311)	(4)	(315)
Profit before taxation		434	237	671	565	1,645	2,210	999	1,882	2,881
Taxation	6	(62)	87	25	(55)	55	-	(117)	142	25
Profit and total comprehensive income for the year attributable to shareholders		372	324	696	510	1,700	2,210	882	2, 024	2,906
Return per share:										
Basic and diluted return per share (p)	8	**2.28**	**1.99**	**4.27**	**4.50**	**15.00**	**19.50**			

The Company has only one class of business and derives its income from investments made in the UK.

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2009 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

		As at 28 February 2015				As at 28 February 2014		
	Note	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000	Ordinary Shares £000	"C" Shares £000	Total £000
Non-current assets								
Investments	9	15,532	12,875	712	29,119	17,016	12,941	29,957
Trade and other receivables	10	2,404	-	-	2,404	2,226	-	2,226
		17,936	12,875	712	31,523	19,242	12,941	32,183
Current assets								
Trade and other receivables	10	309	263	1	573	281	421	702
Cash and cash equivalents	11	1,749	752	1,169	3,670	253	450	703
		2,058	1,015	1,170	4,243	534	871	1,405
Total assets		19,994	13,890	1,882	35,766	19,776	13,812	33,588
Current liabilities								
Trade and other payables	12	(182)	(77)	(11)	(270)	(130)	(41)	(171)
Net current assets		1,876	938	1,159	3,973	404	830	1,234
Net assets		19,812	13,813	1,871	35,496	19,646	13,771	33,417
Equity attributable to equity holders								
Share capital	13	4,076	2,832	498	7,406	4,076	2,832	6,908
Capital redemption reserve		1,587	-	-	1,587	1,587	-	1,587
Share premium		-	-	1,433	1,433	-	-	-
Special reserve		9,176	7,667	-	16,843	9,479	7,712	17,191
Capital reserve – realised		(2,957)	(1,477)	(39)	(4,473)	(4,315)	(1,245)	(5,560)
Capital reserve – unrealised		7,587	4,699	-	12,286	8,654	4,225	12,879
Revenue reserve		343	92	(21)	414	165	247	412
Total equity		19,812	13,813	1,871	35,496	19,646	13,771	33,417
Basic and diluted net asset value per share (p)	14	**121.5**	**122.4**	**94.0**		**120.5**	**121.5**	

Approved by the Board and authorised for issue on 28 May 2015.

David Pinckney
Chairman

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

Ventus VCT plc. Registered No: 05205442

STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2015

Ordinary Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2014	4,076	1,587	-	9,479	(4,315)	8,654	165	19,646
Transfer from special reserve to revenue reserve	-	-	-	(303)	-	-	303	-
Transfer of unrealised gains on investment to realised gains on investment	-	-	-	-	1,615	(1,615)	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(257)	548	771	1,062
Dividends paid in the year	-	-	-	-	-	-	(896)	(896)
At 28 February 2015	4,076	1,587	-	9,176	(2,957)	7,587	343	19,812

"C" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2014	2,832	-	-	7,712	(1,245)	4,225	247	13,771
Share buyback for Treasury in the period	-	-		(45)	-	-	-	(45)
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(232)	474	468	710
Dividends paid in the year	-	-	-	-	-	-	(623)	(623)
At 28 February 2015	2,832	-	-	7,667	(1,477)	4,699	92	13,813

"D" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2014	-	-	-	-	-	-	-	-
Shares issued in the year	498	-	1,488	-	-	-	-	1,986
Issue costs	-	-	(55)	-	-	-	-	(55)
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(39)	-	(21)	(60)
At 28 February 2015	498	-	1,433	-	(39)	-	(21)	1,871

Total	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2014	6,908	1,587	-	17,191	(5,560)	12,879	412	33,417
Shares issued in the year	498	-	1,488	-	-	-	-	1,986
Issue costs	-	-	(55)	-	-	-	-	(55)
Share buyback for Treasury in the period	-	-	-	(45)	-	-	-	(45)
Transfer from special reserve to revenue reserve	-	-	-	(303)	-	-	303	-
Transfer of unrealised losses on investment to realised losses on investment	-	-	-	-	1,615	(1,615)	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(528)	1,022	1,218	1,712
Dividends paid in the year	-	-	-	-	-	-	(1,519)	(1,519)
At 28 February 2015	7,406	1,587	1,433	16,843	(4,473)	12,286	414	35,496

The ordinary share fund revenue reserve includes £343,000 of income which is considered to be unrealised.

All amounts presented in the Statement of Changes in Equity are attributable to equity holders. The reserves available for distribution comprise the revenue reserve, special reserve and realised capital reserve. The special reserve may be used to fund buy-backs of shares, as and when it is considered by the Board to be in the interests of the shareholders, and to pay dividends.

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2014

Ordinary Shares	Share capital £000	Capital redemption reserve £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2013	4,076	1,587	9,856	(3,959)	7,974	232	19,766
Transfer from special reserve to revenue reserve	-	-	(377)	-	-	377	-
Profit/(loss) and total comprehensive income for the year	-	-	-	(356)	680	372	696
Dividends paid in the year	-	-	-	-	-	(816)	(816)
At 28 February 2014	4,076	1,587	9,479	(4,315)	8,654	165	19,646

"C" Shares	Share capital £000	Capital redemption reserve £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2013	2,832	-	7,874	(594)	1,874	62	12,048
Transfer from special reserve to revenue reserve	-	-	(162)	-	-	162	-
Transfer of unrealised losses on investment to realised losses on investment	-	-	-	(200)	200	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	(451)	2,151	510	2,210
Dividends paid in the year	-	-	-	-	-	(487)	(487)
At 28 February 2014	2,832	-	7,712	(1,245)	4,225	247	13,771

Total	Share capital £000	Capital redemption reserve £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2013	6,908	1,587	17,730	(4,553)	9,848	294	31,814
Transfer from special reserve to revenue reserve	-	-	(539)	-	-	539	-
Transfer from special reserve to revenue reserve	-	-	-	(200)	200	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	(807)	2,831	882	2,906
Dividends paid in the year	-	-	-	-	-	(1,303)	(1,303)
At 28 February 2014	6,908	1,587	17,191	(5,560)	12,879	412	33,417

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

STATEMENT OF CASH FLOWS

for the year ended 28 February 2015

	Year ended 28 February 2015				Year ended 28 February 2014		
	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000	Ordinary Shares £000	"C" Shares £000	Total £000
Cash flows from operating activities							
Investment income received	932	906	-	1,838	592	507	1,099
Deposit interest received	4	1	2	7	-	1	1
Investment management fees paid	(495)	(336)	(44)	(875)	(496)	(300)	(796)
Other cash payments	(231)	(140)	(8)	(379)	(97)	(139)	(236)
Cash generated from/ (used in) operations	210	431	(50)	591	(1)	69	68
Taxes paid	-	-	-	-	(22)	(1)	(23)
Net cash inflow/ (outflow) from operating activities	210	431	(50)	591	(23)	68	45
Cash flows from investing activities							
Purchases of investments	(58)	(2)	(712)	(772)	(687)	(411)	(1,098)
Proceeds from investments	2,240	541	-	2,781	902	83	985
Net cash inflow/(outflow) from investing activities	2,182	539	(712)	2,009	215	(328)	(113)
Cash flows from financing activities							
"C" shares repurchased	-	(45)	-	(45)	-	-	-
"D" shares issued	-	-	1,986	1,986	-	-	-
"D" shares issue costs	-	-	(55)	(55)	-	-	-
Dividends paid	(896)	(623)	-	(1,519)	(816)	(487)	(1,303)
Net cash inflow/(outflow) from financing activities	(896)	(668)	1,931	367	(816)	(487)	(1,303)
Net increase/(decrease) in cash and cash equivalents	1,496	302	1,169	2,967	(624)	(747)	(1,371)
Cash and cash equivalents at the beginning of the year	253	450	-	703	877	1,197	2,074
Cash and cash equivalents at the end of the year	1,749	752	1,169	3,670	253	450	703

The accompanying notes on pages 41 to 59 form an integral part of these Financial Statements.

1. Accounting policies

Accounting convention

The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), to the extent that they have been adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The Financial Statements have been prepared on the historical cost basis, as modified for the measurement of certain financial instruments at fair value through profit or loss. The principal accounting policies adopted are set out below. Where presentational guidance set out in the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2009 ("SORP") is consistent with the requirements of IFRS, the Directors have sought to prepare the Financial Statements on a basis compliant with the recommendations of the SORP.

Accounting policy and disclosure

The accounting policies adopted are consistent with those of the previous financial year.

Standards and interpretations which will be effective for future reporting periods have been considered but not been early adopted in these Financial Statements. These changes are not expected to have a material impact on the transactions and balances reported in the financial statements.

Income

Interest income on investments is stated on an accruals basis, by reference to the principal outstanding and at the effective interest rates applicable. Interest receivable on cash and non-equity investments is accrued to the end of the year. No tax is withheld at source on interest income.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established, which is normally the ex-dividend date.

Expenses

All expenses are accounted for on an accruals basis. In respect of the analysis between revenue and capital items presented within the Statement of Comprehensive Income, all expenses have been presented as revenue items except when expenses are split and charged partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated. The investment management fee has been allocated 25% to revenue and 75% to capital, in order to reflect the Directors' expected long-term view of the nature of the investment returns of the Company. Investment costs have been allocated to capital which represents the expenditure associated with the Company's investments.

Expenses have been allocated between the ordinary, "C" and "D" share funds on the basis of the number of shares in issue during the year, except when expenses are directly attributable to a particular share fund.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets or liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Due to the Company's status as a VCT, no provision for deferred taxation is required in respect of any realised or unrealised appreciation in the Company's investments.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are not discounted.

Financial Instruments

Financial assets and financial liabilities are recognised on the Company's Statement of Financial Position when the Company has become a party to the contractual provisions of the instrument.

Investments

As the Company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends and increases in fair value, all investments are designated as "fair value through profit or loss" on initial recognition. A financial asset is designated within this category if it is acquired, managed and evaluated on a fair value basis in accordance with the Company's documented investment policy. In the year of acquisition, investments are initially measured at cost, which is considered to be their fair value. Thereafter, the investments are measured at subsequent reporting dates on a fair value basis in accordance with IFRS. Gains or losses resulting from revaluation of investments are taken to the capital account of the Statement of Comprehensive Income.

Investments in unquoted companies and equity based derivatives are valued in accordance with International Private Equity and Venture Capital Valuation Guidelines, using the most appropriate valuation methodology as determined by the Board. Where there has been a recent arm's length transaction between knowledgeable, willing parties, the "price of recent investment" methodology is used to determine the value of the investment. In the absence of a recent market transaction, unquoted investee companies with renewable energy generating plant constituting a substantial portion of their assets and which have proved stable operational performance are valued using the "discounted future cash flows from the underlying business" methodology, excluding interest accrued in the accounts to date, unless uncertainties exist which would make the "price of recent investment" methodology, reviewed for impairment, more appropriate. Generally, renewable energy generating plant will be considered to be operating when it has been taken-over by the investee company, although specific circumstances could cause a plant to be considered operating satisfactorily earlier than formal take-over by the investee company. Notwithstanding the above, the Board may determine that an alternative methodology should be used where this more appropriately reflects the fair value of an investment.

When an investee company has gone into receivership or liquidation or where any loss in value below cost is considered to be permanent, the investment, although physically not disposed of, is treated as being realised.

The Company has taken the exemption

permitted by IAS 28 "Investments in Associates and Joint Ventures" and IFRS 11 "Joint Arrangements" and upon initial recognition, will measure its investments in Associates and Joint Ventures at fair value, with subsequent changes to fair value recognised in the Income Statement in the period of change.

Trade and other receivables

Trade and other receivables are initially recognised at fair value. They are subsequently measured at their amortised cost using the effective interest method less any provision for impairment. A provision for impairment is made where there is objective evidence (including counterparties with financial difficulties or in default on payments) that amounts will not be recovered in accordance with original terms of the agreement. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flow discounted using the original effective interest rate. The carrying value of the receivable is reduced through the use of an allowance account and any impairment loss is recognised in the Statement of Comprehensive Income.

Deferred consideration

Deferred consideration is initially recognised at fair value and then designated as a loan and receivable under IAS 39 measured at amortised cost. Any subsequent movement in the value relating to changes in expected cash flows and the recognition of income using the effective interest rate is shown in the Statement of Comprehensive Income. Gains and income derived from deferred consideration are recognised as realised when the outstanding amounts are capable of being settled within a reasonable period of time, there is reasonable certainty that the outstanding amounts will be settled when called upon and there is an expectation that the receivable amounts will be settled. Until such time, the gains and income derived from deferred consideration are recognised as unrealised.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank and other short-term deposits held by the Company with maturities of less than three months. These short-term deposits are classified under cash equivalents as they meet the definition in IAS 7 "Cash Flow Statements" of a short-term highly liquid investment that is readily convertible into known amounts of cash and subject to insignificant risk of change in value.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

Equity and reserves

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received amount, net of direct issue costs.

Special reserve

The special reserves were created by approval of the High Court to cancel the Company's share premium accounts. The special reserve may be used to fund buy-backs of shares and pay dividends as and when it is considered by the Board to be in the interests of the shareholders.

Capital reserve - realised

This reserve includes gains and losses compared to cost on the realisation of investments and expenses, together with the related taxation effect, allocated to this reserve in accordance with the above policy on expenses.

Capital reserve – unrealised

This reserve includes increases and decreases in the valuation of investments held at fair value insofar as they are not considered to be permanent.

Key assumptions and key sources of estimation uncertainty

The preparation of the financial statements requires the application of estimates and assumptions which may affect the results reported in the financial statements. The estimates and assumptions adopted are those which the Board considers to be appropriate at the reporting date. Estimates and assumptions will change from time to time depending on prevailing circumstances. Estimates, by their nature, are based on judgement and available information. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities are those used to determine the fair value of assets which are designated as "fair value through profit or loss". The impact of changes in the key estimates and assumptions adopted are discussed in the Investment Manager's Report.

The key assumptions that have a significant impact on fair value in the discounted cash flow valuations are the discount factor used, the price at which the power and associated benefits can be sold, the amount of electricity the investee companies' generating assets are expected to produce and operating costs. The discount factor applied to the cash flows is regularly reviewed by the Investment Committee of the Investment Manager to ensure it is set at the appropriate level. The Investment Committee and the Board will also give consideration to the specific performance characteristics of the particular type of generating technology being used. The price at which the output from the generating assets is sold is a factor of both wholesale electricity prices and government subsidies. The selling price is often fixed in the medium term under power purchase agreements. For periods outside the terms of these agreements the assumed future prices are estimated using external third party forecasts which take the form of specialist consultancy reports. Specifically commissioned external consultant reports are also used to estimate the expected electrical output from the investee company's generating assets taking into account their type and location. All of these key assumptions are reviewed regularly by the Investment Committee of the Investment Manager and the Board.

Dividends payable

Dividends payable are recognised as distributions in the Financial Statements when the Company's liability to make payment has been established.

Segmental Reporting

The Directors consider that the Company has engaged in a single operating segment as reported to the chief operating decision maker which is that of investing in equity and debt. The chief operating decision maker is considered to be the Board.

2. Income

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Income from investments				
Loan stock interest	421	410	-	831
Dividends	497	283	-	780
Other investment income	178	-	-	178
	1,096	693	-	1,789
Other income				
Bank deposit interest	4	1	2	7
	1,100	694	2	1,796

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Income from investments			
Loan stock interest	513	433	946
Dividends	145	330	475
Other investment income	87	-	87
	745	763	1,508
Other income			
Bank deposit interest	-	1	1
	745	764	1,509

During the year ended 28 February 2015, the Company recognised other investment income from the interest income earned on the deferred consideration due from the sale of Craig Wind Farm of £178,000 (2014:£165,000).

3. Investment management fees

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Investment management fees	495	336	44	875

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Investment management fees	496	300	796

The Investment Manager is entitled to an annual fee equal to 2.5% of the Company's net asset value ("NAV"). This fee is exclusive of VAT and is paid quarterly in advance. The fee covers the provision by the Investment Manager of investment management services as well as all accounting and administrative services together with the additional annual trail commission payable to authorised financial intermediaries. Total annual running costs are in aggregate capped at 3.6% of NAV (excluding the Investment Manager's performance-related incentive fee, any irrecoverable VAT and investment costs), with any excess being borne by the Investment Manager.

The Investment Manager will receive a performance-related incentive fee subject to the Company achieving certain defined targets. No incentive fee will be payable until the Company has provided a cumulative return to investors in the forms of growth in NAV plus payment of dividends ("the Return") of 60p per share. Thereafter, the incentive fee, which is payable in cash, is calculated as 20% of the amount by which the Return in any accounting period exceeds 7p per share. The incentive fee is exclusive of VAT.

4. Other expenses

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Revenue expenses:				
Directors' remuneration	45	31	4	80
Fees payable to the Company's Auditor for:				
- Audit of the Company's annual accounts	16	11	2	29
- Audit related services pursuant to legislation	5	4	1	10
- Other services relating to taxation	5	3	1	9
Other expenses	138	66	10	214
	209	115	18	342
Capital expenses:				
Investment costs	6	9	-	15
	215	124	18	357

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Revenue expenses:			
Directors' remuneration	49	24	73
Fees payable to the Company's Auditor for:			
- Audit of the Company's annual accounts	18	12	30
- Audit related services pursuant to legislation	4	2	6
- Other services relating to taxation	3	2	5
Other expenses	113	84	197
	187	124	311
Capital expenses:			
Investment costs	4	-	4
	191	124	315

Other services relating to taxation provided by the Company's Auditor related to corporation tax compliance and iXBRL tagging services. Audit related services pursuant to legislation provided by the Company's Auditor related to the review of the Half-yearly Report.

5. Directors' remuneration

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
D Pinckney	17	11	2	30
D Williams	14	10	1	25
R Abbott	14	10	1	25
Aggregate emoluments	45	31	4	80

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
D Pinckney	17	10	27
D Williams	16	7	23
R Abbott	16	7	23
Aggregate emoluments	49	24	73

Further details regarding Directors' remuneration are disclosed in the Directors' Remuneration Report on pages 20 to 23. The Company has no employees other than the Directors.

6. Taxation

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
(a) Tax charge/(credit) for the year				
Current UK corporation tax:				
Charged/(credited) to revenue reserve	56	46	(6)	96
(Credited)/charged to capital reserve	(56)	(46)	6	(96)
Deferred Tax:				
Prior year deferred tax asset adjustment	26	(2)	-	24
	26	(2)	-	24
(b) Factors affecting the tax charge/(credit) for the year				
Profit/(loss) before taxation	1,088	708	(60)	1,736
Tax charge calculated on profit before taxation at the applicable rate of 21.17% (2014: 23.08%)	230	150	(13)	367
Effect of:				
UK dividends not subject to tax	(105)	(60)	-	(165)
Capital gains not subject to tax	(148)	(101)	-	(249)
Non-deductible expenses	1	-	-	1
Deferred tax asset adjustment	48	9	13	70
	26	(2)	-	24

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
(a) Tax charge/(credit) for the year			
Current UK corporation tax:			
Charged to revenue reserve	62	55	117
Credited to capital reserve	(62)	(55)	(117)
Deferred Tax:			
Credited to capital reserve	(25)	-	(25)
	(25)	-	(25)
(b) Factors affecting the tax charge/(credit) for the year			
Profit before taxation	671	2,210	2,881
Tax charge calculated on profit before taxation at the applicable rate of 23.08% (2013: 24%)	155	510	665
Effect of:			
UK dividends not subject to tax	(32)	(77)	(109)
Capital gains not subject to tax	(150)	(433)	(583)
Non-deductible expenses	2	-	2
	(25)	-	(25)

A deferred tax asset was recognised in the ordinary share fund during the year ended 28 February 2014 corresponding to a tax loss carried forward. This was written back during the year as a matter of prudence because the Directors do not expect the Company will be able to offset the tax loss in future given the level of taxable revenue the Company is expected to earn versus tax deductible expenses. Moreover, a significant portion of the Company's future revenue is expected to be in the form of non-taxable franked investment income.

No provision for deferred taxation has been made on potential capital gains due to the Company's current status as a VCT under section 274 of the Income Tax Act and the Directors' intention to maintain that status. The Company intends to continue to meet the conditions required to maintain its status as a VCT for the foreseeable future.

7. Dividends

Ordinary Shares	Year ended 28 February 2015 £000	Year ended 28 February 2014 £000
Amounts recognised as distributions to ordinary shareholders in the year:		
Previous year's final dividend of 2.5p per ordinary share (2014: 2.5p)	408	408
Current year's interim dividend of 3p per ordinary share (2014: 2.50p)	488	408
	896	816

Subject to approval of the final dividend, the total dividend in respect of the financial year is set out below:

	Year ended 28 February 2015 £000	Year ended 28 February 2014 £000
Interim dividend for the year ended 28 February 2015 of 3p per ordinary share (2014: 2.50p)	488	408
Proposed final dividend for the year ended 25 February 2015 of 3.50p per ordinary share (2014: 2.50p)	571	408
	1,059	816

"C" Shares	Year ended 28 February 2015 £000	Year ended 28 February 2014 £000
Amounts recognised as distributions to "C" shareholders in the year:		
Previous year's final dividend of 2.5p per "C" share *(2014: 1.80p)*	283	204
Current year's interim dividend of 3.0p per "C" share (2014: 2.50p)	340	283
	623	487

Subject to approval of the final dividend, the total dividend in respect of the financial year is set out below:

	Year ended 28 February 2015 £000	Year ended 28 February 2014 £000
Interim dividend for the year ended 28 February 2015 of 3.0p per "C" share (2014: 2.50p)	340	283
Proposed final dividend for the year ended 28 February 2015 of 3.50p per "C" share (2014: 2.50p)	397	283
	737	566

8. Basic and diluted return per share

For the year ended 28 February 2015		Ordinary Shares	"C" Shares	"D" Shares
Revenue return for the year	*p per share**	4.73	4.14	(1.25)
Based on:				
Revenue return for the year	*£000*	771	468	(21)
Weighted average number of shares in issue	*number of shares*	16,307,547	11,298,758	1,738,861
Capital gain for the year	*p per share**	1.79	2.14	(2.23)
Based on:				
Capital gain for the year	*£000*	291	242	(39)
Weighted average number of shares in issue	*number of shares*	16,307,547	11,298,758	1,738,861
Net profit for the year	*p per share**	6.52	6.28	(3.48)
Based on:				
Net profit for the year	*£000*	1,062	710	(60)
Weighted average number of shares in issue	*number of shares*	16,307,547	11,298,758	1,738,861

For the year ended 28 February 2014		Ordinary Shares	"C" Shares
Revenue return for the year	*p per share**	2.28	4.50
Based on:			
Revenue return for the year	*£000*	372	510
Weighted average number of shares in issue	*number of shares*	16,307,547	11,329,107
Capital gain for the year	*p per share**	1.99	15.00
Based on:			
Capital gain for the year	*£000*	324	1, 700
Weighted average number of shares in issue	*number of shares*	16,307,547	11,329,107
Net profit for the year	*p per share**	4.27	19.50
Based on:			
Net profit for the year	*£000*	696	2,210
Weighted average number of shares in issue	*number of shares*	16,307,547	11,329,107

* The value per share may differ on recalculation due to rounding differences.

There is no difference between the basic return per ordinary share and the diluted return per ordinary share, between the basic return per "C" share and the diluted return per "C" share or between the basic return per "D" share and the diluted return per "D" share because no dilutive financial instruments have been issued.

9. Investments

Year ended 28 February 2015

	Ordinary Shares			"C" Shares			"D" Shares			Total		
	Shares £000	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**
Opening position												
Opening cost	8,264	4,887	13,151	5,457	3,740	9,197	-	-	-	13,721	8,627	22,348
Opening realised losses	(2,312)	(417)	(2,729)	(464)	(17)	(481)	-	-	-	(2,776)	(434)	(3,210)
Opening unrealised gains	6,309	285	6,594	3,984	241	4,225	-	-	-	10,293	526	10,819
Opening fair value	12,261	4,755	17,016	8,977	3,964	12,941	-	-	-	21,238	8,719	29,957
During the year												
Purchases at cost	58	-	58	2	-	2	712	-	712	772	-	772
Disposal proceeds	-	(475)	(475)	-	(541)	(541)	-	-	-	-	(1,016)	(1,016)
Conversion of loan stock to shares	-	-	-	300	(301)	(1)	-	-	-	300	(301)	(1)
Investment proceeds*	(1,765)	-	(1,765)	-	-	-	-	-	-	(1,765)	-	(1,765)
Realised gains	150	-	150	-	-	-	-	-	-	150	-	150
Unrealised gains/(losses)	558	(10)	548	488	(14)	474	-	-	-	1,046	(24)	1,022
Closing fair value	11,262	4,270	15,532	9,767	3,108	12,875	712	-	712	21,741	7,378	29,119
Closing position												
Closing cost	6,322	4,412	10,734	5,759	2,898	8,657	712	-	712	12,793	7,310	20,103
Closing realised losses	(162)	(417)	(2,344)	(464)	(17)	(481)	-	-	-	(626)	(434)	(1,060)
Closing unrealised gains	5,102	275	7,142	4,472	227	4,699	-	-	-	9,574	502	10,076
Closing fair value	11,262	4,270	15,532	9,767	3,108	12,875	712	-	712	21,741	7,378	29,119

* Investment proceeds in the year ended 28 February 2015 includes £1,765,000 of liquidation proceeds received from BEL Holdco Limited. The Company retains the contractual rights to the cash flows from the asset and so the asset has not been derecognised.

During the year £1,615,000 of unrealised gains in the value of shares held by the ordinary share fund were transferred to realised gains.

During the year ended 28 February 2015, £300,000 of loan stock was converted to shares within the "C" share fund.

The opening position of the ordinary share fund at 1 March 2014 included cost and realised losses of £2,000,000 in relation to the investments in Redimo LFG Limited. During the year ended 28 February 2015, this company was struck off the register, therefore the investment has been derecognised.

Year ended 28 February 2014

	Ordinary Shares			"C" Shares			Total		
	Shares £000	Loan stock £000	Total £000	Shares £000	Loan stock £000	Total £000	Shares £000	Loan stock £000	Total £000
Opening position									
Opening cost	7,903	6,186	14,089	5,447	3,422	8,869	13,350	9,608	22,958
Opening realised losses	(2,430)	(417)	(2,847)	-	-	-	(2,430)	(417)	(2,847)
Opening unrealised gains	5,855	59	5,914	1,788	86	1,874	7,643	145	7,788
Opening fair value	11,328	5,828	17,156	7,235	3,508	10,743	18,563	9,336	27,899
During the year									
Purchases at cost	51	176	227	10	400	410	61	576	637
Disposal proceeds	(353)	(627)	(980)	-	(82)	(82)	(353)	(709)	(1,062)
Conversion of loan stock to shares	848	(848)	-	-	-	-	848	(848)	-
Realised losses	(67)	-	(67)	(264)	(17)	(281)	(331)	(17)	(348)
Unrealised gains	454	226	680	1,996	155	2,151	2,450	381	2,831
Closing fair value	12,261	4,755	17,016	8,977	3,964	12,941	21,238	8,719	29,957
Closing position									
Closing cost	8,264	4,887	13,151	5,457	3,740	9,197	13,721	8,627	22,348
Closing realised losses	(2,312)	(417)	(2,729)	(464)	(17)	(481)	(2,776)	(434)	(3,210)
Closing unrealised gains	6,309	285	6,594	3,984	241	4,225	10,293	526	10,819
Closing fair value	12,261	4,755	17,016	8,977	3,964	12,941	21,238	8,719	29,957

9. Investments (continued)

The shares held by the Company represent equity holdings in unquoted UK companies. The Investment Manager's Report on pages 6 to 16 provides details in respect of the Company's shareholding in each investment, loans issued and investments purchased and disposed of during the year.

Under IFRS 7 and IFRS 13, the Company is required to report the category of fair value measurements used in determining the value of its investments, to be disclosed by the source of inputs, using a three-level hierarchy:

> Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

> Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and

> Those with inputs for the instrument that are not based on observable market data (unobservable inputs) (Level 3).

As at 28 February 2015, each of the Company's investments held was valued using inputs which are considered to be Level 3 inputs and a reconciliation of the movements is in the table above.

The Board has considered the key assumptions which may affect the results reported in the financial statements and the Company is further required to disclose the effect of changing one or more inputs with reasonable alternative assumptions where a significant change to the fair value measurement would result. The key assumptions that have a significant impact on the fair value in the discounted future cash flow valuations are the discount factors used (which range from 9.5% to 11.5%), the price at which power and associated benefits may be sold and the level of electricity the investee' companies generating assets are likely to produce (which are taken from specialist consultant reports).

The Board has determined that a reasonable alternative assumption may be made in respect of the discount factors applied. The sensitivity of the value of the portfolio to the application of an increase or decrease in discount factors is set out below.

The investment portfolio has been reviewed for the effect of alternative valuation inputs, namely the sensitivity of the total value of all investments to a 1% increase or decrease in the discount factors applied to the valuation models of investments which have been valued using the discounted future cash flows from the underlying business.

The application of the upside alternative discount factor to the investments in the ordinary share fund's portfolio would have resulted in the total value of its investments having been £1,032,000 or 6.6% higher. The application of the downside alternative discount factor would have resulted in the total value of its investments having been £831,000 or 5.4% lower.

The application of the upside alternative discount factor to the "C" share fund's portfolio would have resulted in the total value of its investments having been £1,074,000 or 8.3% higher. The application of the downside alternative discount factor would have resulted in the total value of its investments having been £806,000 or 6.3% lower.

The future price at which power and associated benefits may be sold is estimated using forecasts produced by third party industry experts and, in the case of the wind energy assets, the energy yield is determined by wind yield analyses also prepared by third party industry experts, therefore the Directors do not believe there are reasonable alternative assumptions for these inputs available.

10. Trade and other receivables

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Non-current assets				
Deferred consideration	2,404	-	-	2,404
Other investment income	-	-	-	-
Accrued interest income	-	-	-	-
	2,404	-	-	2,404
Current assets				
Accrued interest income	222	180	-	402
Other receivables	78	78	-	156
Prepayments	9	5	1	15
	309	263	1	573

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Non-current assets			
Deferred consideration	2,226	-	2,226
Other investment income	-	-	-
Accrued interest income	-	-	-
	2,226	-	2,226
Current assets			
Accrued interest income	236	303	539
Other investment income	-	90	90
Other receivables	5	15	20
Prepayments	15	13	28
Corporation tax	25	-	25
	281	421	702

The deferred consideration of £2,404,000 represents the outstanding balance of the consideration arising from the Company's sale of Craig Wind Farm Limited during the year ended 28 February 2013 and is expected to be received in full in more than one year's time.

The Directors consider that the carrying amounts of trade and other receivables approximate to their fair value.

11. Cash and cash equivalents

	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
As at 1 March 2014	253	450	-	703
Net increase	1,496	302	1,169	2,967
As at 28 February 2015	1,749	752	1,169	3,670

	Ordinary Shares £000	"C" Shares £000	Total £000
As at 1 March 2013	877	1,197	2,074
Net decrease	(624)	(747)	(1,371)
As at 28 February 2014	253	450	703

As at 28 February 2015, the ordinary share fund held £69,000 (28 February 2014 £68,000) in a decommissioning bond account on behalf of Eye Wind Power Limited which is considered to be a restricted cash balance. The ordinary share fund recognised an amount payable of £69,000 within trade and other payables as at 28 February 2015 in respect of the amount due to Eye Wind Power Limited.

During the year, cash and cash equivalents comprised bank balances and cash held by the Company. The carrying amount of these assets approximates to their fair value.

12. Trade and other payables

Year ended 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Trade payables	22	-	-	22
Other payables	86	43	4	133
Accruals	74	34	7	115
	182	77	11	270

Year ended 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Corporation tax	-	2	2
Trade payables	13	14	27
Other payables	82	-	82
Accruals	35	25	60
	130	41	171

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

13. Share capital

Authorised	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2014	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500
As at 28 February 2015	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500

Allotted, called up and fully paid	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2014	16,307,547	4,076	11,329,107	2,832	-	-	27,636,654	6,908
Allotted, called up and fully paid during the year	-	-	-	-	1,990,767	498	1,990,767	498
As at 28 February 2015	16,307,547	4,076	11,329,107	2,832	1,990,767	498	29,627,421	7,406

Authorised	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2013	50,000,000	12,500	20,000,000	5,000	-	-	70,000,000	17,500
As at 28 February 2014	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500

Allotted, called up and fully paid	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2013	16,307,547	4,076	11,329,107	2,832	27,636,654	6,908
As at 28 February 2014	16,307,547	4,076	11,329,107	2,832	27,636,654	6,908

At 28 February 2015 the Company had three classes of shares which carry no right to fixed income. The rights and obligations attaching to the Company's shares are set out in the Directors' Report on pages 17 to 19.

On 27 June 2014, the Company purchased 25,900 "C" shares at the price of 96.5p per "C" share. On 10 July 2014, the Company purchased 20,000 "C" shares at the price of 100p per "C" share.

14. Basic and diluted net asset value per share

The calculation of net asset value per ordinary share as at 28 February 2015 of 121.5p (2014: 120.5p) is based on net assets of £19,812,000 (2014: £19,646,000) divided by 16,307,547 (2014: 16,307,547) ordinary shares in issue at that date. The net asset value per "C" share as at 28 February 2015 of 122.4p (2014: 121.5p) is based on net assets of £13,813,000 (2014: £13,771,000) divided by 11,283,207 (2014: 11,329,107) "C" shares in issue at that date. The net asset value per "D" share as at 28 February 2015 of 94.0p is based on net assets of £1,871,000 divided by 1,990,767 "D" shares in issue at that date.

15. Events after the year end

Since the year end the Company invested into Darroch Power Limited and Upper Falloch Power Limited as discussed in the Investment Manager's Report.

16. Financial instruments and risk management

The Company's financial instruments comprise investments in unquoted companies, cash and cash equivalents, trade and other receivables and trade and other payables. The investments in unquoted companies are categorised as "fair value through profit or loss" and the other financial instruments are initially recognised at fair value and subsequently at amortised cost. The main purpose of these financial instruments is to generate revenue and capital appreciation.

The Company has not entered into any derivative transactions and has no financial asset or liability for which hedge accounting has been used.

The main risks arising from the Company's financial instruments are investment risk, interest rate risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks, and they are summarised below. These policies have remained unchanged since the beginning of the financial year.

16. Financial instruments and risk management (continued)

Interest rate risk profile of financial assets and financial liabilities

Financial assets
As at 28 February 2015

Ordinary Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	11,262	n/a	n/a	n/a
Loan stock	4,270	0% - 13.5%	8.97%	7.6 years
Loans and receivables:				
Cash	1,749	0%-0.38%	0.10%	n/a
Deferred consideration	2,404	8.0%	8.0%	2 years
Accrued interest income	222	n/a	n/a	n/a

"C" Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	9,767	n/a	n/a	n/a
Loan stock	3,108	0% - 13%	12.92%	9.6 years
Loans and receivables:				
Cash	752	0% - 0.38%	0.07%	n/a
Accrued interest income	180	n/a	n/a	n/a

"D" Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	712	n/a	n/a	n/a
Loan stock	-	n/a	n/a	n/a
Loans and receivables:				
Cash	1,169	0% - 0.38%	0.11%	n/a
Accrued interest income	-	n/a	n/a	n/a

As at 28 February 2014

Ordinary Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	12,261	n/a	n/a	n/a
Loan stock	4,755	0% - 13.5%	9.23%	8.6 years
Loans and receivables:				
Cash	253	0.00%	0.00%	n/a
Deferred consideration	2,226	7.84%	7.84%	1.2 years
Accrued interest income	236	n/a	n/a	n/a

"C" Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	8,977	n/a	n/a	n/a
Loan stock	3,964	0% - 13%	11.56%	10 years
Loans and receivables:				
Cash	450	0% - 0.25%	0.15%	n/a
Accrued interest income	303	n/a	n/a	n/a

The interest rates determining the weighted average interest rates in the tables above are the contractual rates.

The impact of applying a reasonable sensitivity in interest rates to cash on deposit is not significant.

Other than certain accrued interest income receivable amounts, the Company's trade and other receivables did not hold a right to interest income. Interest income is accrued on interest income receivable amounts which have been deferred for payment by investee companies.

Interest income earned from loan stock held by both the ordinary share fund and "C" share fund is not subject to movements resulting from market interest rate fluctuations as the rates are fixed. Therefore this income presents a low interest rate risk profile. However, interest earned from loan stock remains exposed to fair value interest rate risk when bench-marked against market rates.

The risk from future fluctuations in interest rate movements should be mitigated by the Company's intention to complete its investment strategy and to hold a majority of its investments in instruments which are not exposed to market interest rate changes.

Financial liabilities

The Company has no guarantees or financial liabilities other than the accruals.

Currency exposure

All financial assets and liabilities are held in sterling, hence there is no foreign currency exchange rate exposure.

Borrowing facilities

The Company has no committed borrowing facilities as at 28 February 2015 (2014: £nil).

Investment risk

As a VCT, it is the Company's specific business to evaluate and control the investment risk in its portfolio of unquoted companies, the details of which are discussed in the Investment Manager's Report.

16. Financial instruments and risk management (continued)

Investment price risk

Investment price risk is the risk that the fair value of future investment cash flows will fluctuate due to factors specific to an investment. The Company aims to mitigate the impact of investment price risk by adhering to its investment policy of risk diversification, as described in the Investment Manager's Report.

The sensitivity of the ordinary share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £1,553,000 (2014: £1,702,000) or 142.76% (2014: 253.77%) and an increase or decrease in net asset value of the same amount or 7.84% (2014: 8.66%).

The sensitivity of the "C" share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £1,288,000 (2014: £1,294,000) or 181.85% (2014: 58.56%) and an increase or decrease in net asset value of the same amount or 9.32% (2014: 9.40%).

The sensitivity of the "D" share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £71,000 or 118.67% and an increase or decrease in net asset value of the same amount or 3.81%.

A 10% variable is considered to be a suitable factor by which to demonstrate a potential change in fair value over the course of a year. The analysis assumes no tax effect applied on the gain or loss.

Liquidity risk

Due to the nature of the Company's investments, it is not easy to liquidate investments in ordinary shares and loan stock in the short term. The main cash outflows are made for investments and dividends, which are within the control of the Company, and operating expenses which are reasonably predictable. In this respect, the Company may manage its liquidity risk by making prudent forecasts in respect of realising future cash proceeds from its investments and holding sufficient cash to enable it to fund its obligations. The cash equivalents are held on deposit or in UK treasury bills and are therefore readily convertible into cash.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is also exposed to credit risk through its receivables, investments in loan stock and through cash held on deposit with banks. The Company's receivables include £2,404,000 of deferred consideration from the sale of Craig Wind Farm Limited. The Company holds security over the assets of Craig Wind Farm Limited in respect of the deferred consideration.

The Investment Manager evaluates credit risk on loan stock prior to making investments as well as monitoring ongoing exposures. Loan stock has a fixed charge or a fixed and floating charge over the assets of the investee company in order to mitigate the gross credit risk. The Investment Manager regularly reviews management accounts from investee companies and generally appoints Directors to sit on their boards in order to identify and manage the credit risk.

Cash is held on deposit with banks which are AA- rated (or equivalent) financial institutions. Consequently, the Directors consider that the risk profile associated with cash deposits is low and the carrying value in the Financial Statements approximates to fair value.

The maximum credit risk of the Company is £14.0 million (2014: £12.2 million) of which the ordinary share fund is exposed to £8.7 million, the "C" share fund is exposed to £4.1 million and the "D" share fund is exposed to £1.2 million.

The table below sets out the amounts receivable by the Company which were past due but not individually impaired as at 28 February 2015 and the extent to which they are past due:

Amounts past due 28 February 2015:

Ordinary Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	1,850	1,786	64	-
Accrued interest	156	90	66	-
Past due	2,006	1,876	130	-

Amounts past due 28 February 2014:

Ordinary Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	1,653	1,596	57	-
Accrued interest	110	77	33	-
Past due	1,763	1,673	90	-

The amounts past due for payment represent interest and loan principal due on a loan investment with Fenpower Limited and Achairn Energy Limited. In this analysis, the total loan principal amount and the interest accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 28 February 2015 was £64,000 and the loan interest past due was £66,000.

17. Contingencies, guarantees and financial commitments

The Company has entered into the following agreements:-

On 4 April 2006, the Company registered a charge over its shares in Fenpower Limited to Alliance & Leicester plc (now Santander UK plc) as security for a senior loan facility of £4.8 million raised by Fenpower Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Fenpower Limited.

On 20 December 2006, the Company registered a charge over its shares in A7 Greendykeside Limited to Alliance & Leicester Commercial Bank plc (now Santander UK plc) as security for a senior loan facility of £3.5 million raised by A7 Greendykeside Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of A7 Greendykeside Limited.

On 2 April 2008, the Company registered a charge over its shares in Redimo LFG Limited to Alliance & Leicester Commercial Finance plc (now Santander UK plc) as security for a senior loan facility of £16.9 million raised by Redimo LFG Limited. The charge includes all existing and future shares that the Company owns in Redimo LFG Limited and therefore includes the 5,000 shares the Company acquired on 19 December 2008 and the further 4,000 shares the Company acquired on 18 February 2009. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Redimo LFG Limited, which is valued at nil at 28 February 2014 and recognised as a realised loss for the reasons described in the Investment Manager's Report.

On 22 October 2008, the Company registered a charge over its shares in Achairn Energy Limited to Alliance & Leicester Commercial Finance plc (now Santander Asset Finance plc) as security for a senior loan facility of £6.9 million raised by Achairn Energy Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Achairn Energy Limited.

On 28 November 2008, the Company registered a charge over its shares in A7 Lochhead Limited to Alliance & Leicester Commercial Finance plc (now Santander Asset Finance plc) as security for a senior loan facility of £7.8 million raised by A7 Lochhead Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of A7 Lochhead Limited.

On 15 January 2010, the Company registered a charge over its shares in Greenfield Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of £18.3 million raised by Greenfield Wind Farm Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Greenfield Wind Farm Limited.

On 26 July 2011, the Company registered a charge over its shares in White Mill Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of up to £15.5 million raised by White Mill Wind Farm Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of White Mill Wind Farm Limited.

On 31 January 2013, the Company registered a charge over its shares in Biggleswade Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of up to £22.5 million raised by Biggleswade Wind Farm Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Biggleswade Wind Farm Limited.

On 5 August 2013, the Company registered a share charge over its shares in North Pickenham Energy Limited and Bernard Matthews Green Energy Pickenham Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £3.1 million raised by Bernard Matthews Wind Farm (North Pickenham) LLP to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of North Pickenham Energy Limited and Bernard Matthews Green Energy Pickenham Limited.

On 5 August 2013, the Company registered a share charge over its shares in Weston Airfield Investments Limited and Bernard Matthews Green Energy Weston Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £4.5 million raised by Bernard Matthews Wind Farm (Weston) LLP to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Weston Airfield Investments Limited and Bernard Matthews Green Energy Weston Limited.

17. Contingencies, guarantees and financial commitments (continued)

On 15 April 2013, the Company registered a charge over its shares in Eye Wind Power Limited to GCP Onshore Wind 1 Limited as security for the senior loan facility of £5 million raised by Eye Wind Power Limited to finance the construction costs of a wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in the shares of Eye Wind Power Limited.

On 9 September 2014, the Company registered a share charge over its shares in Bernard Matthews Green Energy Halesworth Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £8.4 million raised by Bernard Matthews Green Energy Halesworth Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Bernard Matthews Green Energy Halesworth Limited.

On 20 March 2015, the Company registered a share charge over its shares in Upper Falloch Power Limited to GCP Hydro 1 Limited as security for a senior loan facility of £3.4 million raised by Upper Falloch Power Limited to finance the construction costs of its hydro scheme. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Upper Falloch Power Limited.

On 20 March 2015, the Company registered a share charge over its shares in Darroch Power Limited to GCP Hydro 1 Limited as security for a senior loan facility of £6.5 million raised by Darroch Power Limited to finance the construction costs of its hydro scheme. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Darroch Power Limited.

During the year, a claim was filed against the Company under a warranty in the Sale Purchase Agreement pertaining to the sale of an investee company previously owned by the Company. The claim is in relation to a piece of equipment at the wind farm owned by the investee company. The Directors dispute the claim and are defending the Company vigorously. The likelihood of the claim being successful is considered to be sufficiently remote, as such no provision is made in the accounts. Further legal costs may be incurred, however the Directors do not expect the outcome to have a material impact on the accounts.

The Company had no other contingencies, financial commitments or guarantees as at 28 February 2015.

18. Related party transactions

The investee companies in which the Company has a shareholding of 20% or more, as identified in the Investment Manager's Report, are related parties. The aggregate balances at the date of the Statement of Financial Position and transactions with these companies during the year are summarised below:

As at 28 February 2015	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Balances				
Investments - shares	10,635	9,767	712	21,114
Investments - loan stock	3,977	3,108	-	7,085
Accrued interest income	189	180	-	369
Transactions				
Loan stock interest income	385	410	-	795
Dividend income	488	283	-	771

As at 28 February 2014	Ordinary Shares £000	"C" Shares £000	Total £000
Balances			
Investments - shares	9,379	8,977	18,356
Investments - loan stock	4,457	3,964	8,421
Accrued interest income	222	303	525
Transactions			
Loan stock interest income	400	433	833
Dividend income	123	330	453

19. Controlling party

In the opinion of the Directors there is no immediate or ultimate controlling party.

20. Management of capital

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to continue to provide returns for shareholders.

The requirements of the VCT regulations and the fact that the Company has a policy of not having any borrowings, means that there is limited scope to manage the Company's capital structure. However, to the extent to which it is possible, the Company can maintain or adjust its capital structure by adjusting the amount of dividends paid to shareholders, purchasing its own shares or issuing new shares.

The Board considers the Company's net assets to be its capital.

The Company does not have any externally imposed capital requirements.

There has been no change in the objectives, policies or processes for managing capital from the previous year.

Notice is hereby given that the AGM of Ventus VCT plc will be held at 12 noon on Tuesday, 21 July 2015 at the offices of Howard Kennedy LLP, No. 1 London Bridge, London, SE1 9BG, for the purpose of considering and, if thought fit, passing the following Resolutions (of which, Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 to 10 will be proposed as a Special Resolution):

Ordinary Business

1. To receive the Company's audited Annual Report and Financial Statements for the year ended 28 February 2015.
2. To declare a final dividend of 3.50 per ordinary share and 3.50p per "C" share in respect of the year ended 28 February 2015.
3. To approve the Directors' Remuneration Report for the year ended 28 February 2015.
4. To re-elect Mr David Williams as a Director of the Company.
5. To re-elect Mr David Pinckney as a Director of the Company.
6. To re-appoint BDO LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
7. To authorise the Directors to determine the remuneration of the Auditor.

Special Resolutions

8. That the Company be and is hereby generally and unconditionally authorised to make market purchases within the meaning of Section 693(4) of the Act of ordinary shares of 25p each, "C" shares of 25p each and "D" shares of 25p each in the capital of the Company provided that:
   (i) The maximum aggregate number of shares hereby authorised to be purchased is 2,444,501 ordinary shares, 1,698,353 "C" and 298,415 "D" shares, representing 14.99% of the current issued share capital of each class;
   (ii) The minimum price which may be paid for a share is 25p per share;
   (iii) The maximum price, exclusive of any expenses, which may be paid for a share is an amount equal to the higher of; (a) 105% of the average of the middle market prices shown in the quotations for a share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
   (iv) The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the AGM of the Company to be held in 2016 and the date which is 18 months after the date on which this resolution is passed; and
   (v) The Company may make a contract or contracts to purchase its own shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.
9. The Company has the authority to issue shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in each Company up to an aggregate nominal amount of £6,250,000.
10. The Company will be empowered to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to resolution 9 above, as if Section 561(1) of the Act did not apply to such allotment.

By order of the Board

The City Partnership (UK) Limited
Secretary

28 May 2015

The **Ventus** Funds®
Managed by Temporis Capital LLP

www.ventusvct.com

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